REGISTRAR

Report of the Directors and

Audited Financial Statements

for the Year Ended 31st December 2014

for

LELIEVRE (UK) LIMITED

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LELIEVRE (UK) LIMITED

Company Information for the Year Ended 31st December 2014

DIRECTORS:

P Lelievre A P Kehyaian

SECRETARY:

A P Kehyaian

REGISTERED OFFICE:

108 - 110 Chelsea Harbour Design Centre

London SW10 0XE

REGISTERED NUMBER:

01446023 (England and Wales)

SENIOR STATUTORY AUDITOR: Patrick Cobb FCA

AUDITORS:

Byrne Palmer & Co Statutory Auditor 14 Queens Road Hersham

Walton on Thames

Surrey KT12 5LS

Report of the Directors for the Year Ended 31st December 2014

The directors present their report with the financial statements of the company for the year ended 31st December 2014.

DIRECTORS

The directors shown below have held office during the whole of the period from 1st January 2014 to the date of this report.

P Lelievre A P Kehyaian

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:

A P Kehyaian - Directo

17th April 2015

Report of the Independent Auditors to the Members of Lelievre (UK) Limited

We have audited the financial statements of Lelievre (UK) Limited for the year ended 31st December 2014 on pages five to eleven. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page two, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31st December 2014 and of its loss for the year then ended:
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Report of the Independent Auditors to the Members of Lelievre (UK) Limited

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Directors.

Patrick Cobb FCA (Senior Statutory Auditor)

for and on behalf of Byrne Palmer & Co

Statutory Auditor

14 Queens Road

Hersham

Walton on Thames

Surrey

KT12 5LS

Date:

M April 2015

Profit and Loss Account for the Year Ended 31st December 2014

| 1 | Notes | 2014 £ | 2013 £ |
|--|-------|-------------------------|-----------------------|
| TURNOVER | | 579,964 | 547,715 |
| Distribution costs Administrative expenses | | (37,091) . (749,177) | (32,908) (640,762) |
| | | (206,304) | (125,955) |
| Other operating income | | 187,453 | 161,716 |
| OPERATING (LOSS)/PROFIT | 2 | (18,851) | 35,761 |
| Interest receivable and similar income | | 28 | 33 |
| (LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | | (18,823) | 35,794 |
| Tax on (loss)/profit on ordinary activities | 3 | (8,727) | (8,238) |
| (LOSS)/PROFIT FOR THE FINANCIAL YEAR | | (27,550) | 27,556 |

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year.

TOTAL RECOGNISED GAINS AND LOSSES

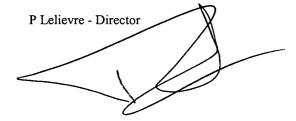
The company has no recognised gains or losses other than the loss for the current year and the profit for the previous year.

Balance Sheet 31st December 2014

| | | 2014 | | 2013 | |
|-------------------------------------|-------|---------|----------------|---------|-----------|
| | Notes | £ | £ | £ | £ |
| FIXED ASSETS | | | | | |
| Tangible assets | 4 | | 98,188 | | 11,494 |
| CURRENT ASSETS | | | | | |
| Debtors | 5 | 234,508 | | 267,428 | |
| Cash at bank | | 56,991 | | 94,308 | |
| | | | | | |
| | | 291,499 | | 361,736 | |
| CREDITORS | | 01.116 | • | (5.060 | |
| Amounts falling due within one year | 6 | 91,116 | | 65,060 | |
| NET CURRENT ASSETS | | | 200,383 | | 296,676 |
| TOTAL ASSETS LESS CURRENT | | | | | |
| LIABILITIES | | | 298,571 | | 308,170 |
| PROVISIONS FOR LIABILITIES | 8 | | 17,951 | | - |
| | | | | | |
| NET ASSETS | | | 280,620 ——— | | 308,170 |
| CAPITAL AND RESERVES | | | | | |
| Called up share capital | 9 | | 100 | | 100 |
| Profit and loss account | 10 | | 280,520 | | 308,070 🗸 |
| 2 1011 4114 1000 4000411 | 10 | | | | |
| SHAREHOLDERS' FUNDS | 16 | | 280,620 / | | 308,170 |
| | | | | | |

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the Board of Directors on 17th April 2015 and were signed on its behalf by:



Notes to the Financial Statements for the Year Ended 31st December 2014

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

Financial reporting standard number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the company qualifies as a small company.

Turnover

Turnover represents net invoiced sales of services, excluding value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Short leasehold - equal instalments over period of lease

Office equipment - 25% on cost Fixtures and fittings - 20% on cost

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate.

Revenue recognition

Commission receivable from group companies is recognised on confirmation of the sales transaction.

Income from recharged overheads is recognised when the service is provided.

2. **OPERATING (LOSS)/PROFIT**

The operating loss (2013 - operating profit) is stated after charging:

| | 2014 | 2013 |
|--|---------|---------|
| | £ | £ |
| Other operating leases | 247,455 | 210,479 |
| Depreciation - owned assets | 23,310 | 3,065 |
| Auditors' remuneration | 3,800 | 3,250 |
| Pension costs | 7,712 | 8,369 |
| | | |
| Directors' remuneration and other benefits etc | 62,429 | 71,468 |
| | | |

-7- continued...

Notes to the Financial Statements - continued for the Year Ended 31st December 2014

3. TAXATION

Analysis of the tax charge

The tax charge on the loss on ordinary activities for the year was as follows:

| | 2014 £ | 2013 £ |
|---|-----------|-----------|
| Current tax: UK corporation tax | (9,366) | 9,372 |
| Deferred tax | 18,093 | (1,134) |
| Tax on (loss)/profit on ordinary activities | 8,727 | 8,238 |

UK corporation tax has been charged at 20% (2013 - 23%).

Factors affecting the tax charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

| | 2014 £ | 2013 £ |
|---|-----------|-----------|
| (Loss)/profit on ordinary activities before tax | (18,823) | 35,794 |
| (Loss)/profit on ordinary activities multiplied by the standard rate of corporation tax | | |
| in the UK of 20% (2013 - 23%) | (3,765) | 8,233 |
| Effects of: | | |
| Expenses not deductible for tax purposes | 1,104 | 1,298 |
| Origination and reversal of timing differences | (18,094) | 1,133 |
| Changes in the rate of tax | (116) | 73 |
| Marginal relief | - | (1,365) |
| Losses to carry forward | 11,505 | |
| Current tax charge | (9,366) | 9,372 |

Factors that may affect future tax charges

The company has losses totalling £57,523 (2013 £nil) which maybe offset against future profits from the same trade.

Notes to the Financial Statements - continued for the Year Ended 31st December 2014

4. TANGIBLE FIXED ASSETS

| | | Short leasehold £ | Office equipment £ | Fixtures and fittings £ | Totals £ |
|----|--|-------------------------|--------------------------|----------------------------------|-------------------|
| | COST | | | | |
| | At 1st January 2014 | 19,872 | 14,942 | 86,405 | 121,219 |
| | Additions | - | 2,066 | 107,938 | 110,004 |
| | Disposals | (13,616) | | (61,125) | (74,741) |
| | At 31st December 2014 | 6,256 | 17,008 | 133,218 | 156,482 |
| | DEPRECIATION | | | | |
| | At 1st January 2014 | 13,674 | 14,942 | 81,109 | 109,725 |
| | Charge for year | 1,043 | 275 | 21,992 | 23,310 |
| | Eliminated on disposal | (13,616) | <u>-</u> | (61,125) | (74,741) |
| | At 31st December 2014 | 1,101 | 15,217 | 41,976 | 58,294 |
| | NET BOOK VALUE | | | | |
| | At 31st December 2014 | 5,155 | 1,791 | 91,242 | 98,188 |
| | At 31st December 2013 | 6,198 | - | 5,296 | 11,494 |
| 5. | DEBTORS | | | | |
| | | | | 2014 | 2013 |
| | A | | | £ | £ |
| | Amounts falling due within one year: | | | 17 251 | 11 265 |
| | Trade debtors | | | 17,351 83,385 | 44,265 89,119 |
| | Amounts owed by group undertakings Other debtors | | | 9,379 | 13,457 |
| | Tax | | | 9,379 | 13,437 |
| | Prepayments and accrued income | | | 92,256 | 97,674 |
| | repayments and accruce meome | | | | |
| | | | | 211,737 | 244,657 |
| | Amounts falling due after more than one year: | | | | |
| | Other debtors | | | 22,771 | 22,771 |
| | | | | | |
| | Aggregate amounts | | | 234,508 | 267,428 ====== |
| 6. | CREDITORS: AMOUNTS FALLING DUE | WITHIN ONE | YEAR | | |
| | | | | 2014 | 2013 |
| | T 1 12 | | | £ | £ |
| | Trade creditors | | | 10,552 | 7,038 |
| | Tax | | | 2 (42 | 9,372 |
| | Social security and other taxes Accruals and deferred income | | | 2,643 | 1,482 |
| | Accidans and deterred income | | | 77,921 | 47,168 |
| | | | | 91,116 | 65,060 |
| | | | | | |

Notes to the Financial Statements - continued for the Year Ended 31st December 2014

7. OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year:

| | | | Land and buildings | | Other operating leases | |
|-----|-----------------------------------|-------------------|--------------------|----------------|------------------------|-----------------|
| | | | 2014 £ | 2013 £ | 2014 £ | 2013 £ |
| | Expiring: | | | | | |
| | Within one year Between one ar | | - - | - | - 7,421 | 3,424 4,097 |
| | In more than fi | | 155,120 | 155,120 | | - |
| | | | 155,120 | 155,120 | 7,421 | 7,521 |
| 8. | PROVISIONS | FOR LIABILITIES | | | | |
| | | | | | 2014 £ | 2013 £ |
| | Deferred tax | | | | 17,951 | <u> </u> |
| | | | | | | Deferred |
| | | | | | , | tax £ |
| | Accelerated car | pital allowances | | | | 17,951 |
| | Balance at 31st | December 2014 | | | | 17,951 |
| 9. | CALLED UP | SHARE CAPITAL | | | | |
| | | d and fully paid: | | | | |
| | Number: | Class: | | Nominal value: | 2014 £ | 2013 £ |
| | 100 | Ordinary | | 1 | 100 | 100 |
| 10. | RESERVES | | • | | | |
| | | | | | | Profit and loss |
| | | | | | | account £ |
| | At 1st January | | | | | 308,070 |
| | Deficit for the | уеаг | | | | (27,550) |
| | At 31st Decem | ber 2014 | | | | 280,520 ——— |
| | | | | | | |

11. PENSION COMMITMENTS

The company operates a defined contribution scheme. The charge for the year was £7,712 (2013 £8,369). The balance due to the pension provider at the balance sheet date totalled £1,200.

12. ULTIMATE PARENT COMPANY

The ultimate parent company is Eurintex SA, the company is registered in France.

Notes to the Financial Statements - continued for the Year Ended 31st December 2014

13. CONTINGENT LIABILITIES

A company credit card with a limit of £2,000 is available to the director.

14. RELATED PARTY DISCLOSURES

The company is a wholly owned subsidiary of Lelievre SAS. P Lelievre is a director of Lelievre SAS and the majority shareholder of Eurintex SA the ultimate parent company.

Transactions with the goup during the year were:

Commissions received from the parent - £551,579 Debtor balances include £83,385 from Lelievre SAS Recharged overheads to Lelievre SAS totalled £9,611

15. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is P Lelievre by virtue of his shareholding in the ultimate holding company Eurintex SA.

16. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

| | 2014 £ | 2013 £ |
|---|---------------------|-------------------|
| (Loss)/profit for the financial year | (27,550) | 27,556 |
| Net (reduction)/addition to shareholders' funds Opening shareholders' funds | (27,550) 308,170 | 27,556 280,614 |
| Closing shareholders' funds | 280,620 | 308,170 |