Registered number
1967242

Cliffrange Limited
Annual Report and Financial Statements

For the 52 weeks ended
7 March 2020

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Contents

Cliffrange Limited
Strategic report
for the 52 weeks ended 7 March 2020

Principal activities, business review and future developments

The principal activity of Cliffrange Limited (the "Company") is to act as a holding company. It is envisaged that this will remain the activity of the Company for the foreseeable future. The results and dividends are discussed on page 2.

Company performance and position

Cliffrange is a non-trading company therefore incurred no profit or loss. At the year-end, the Company had net assets of £230,273,000 (2019: £230,273,000).

Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the J Sainsbury plc and its subsidiaries (the 'Group') and are not managed separately. Accordingly, the principal risks and uncertainties of the Group, which include those of the Company, are discussed on pages 36 to 47 of the Group's Annual Report and Financial Statements 2020, which do not form part of this report.

Financial risk management

The Group operates a centralised treasury function which is responsible for managing the market risk (foreign exchange and interest rate risk), credit risk and liquidity risks associated with the Group's activities. These activities include those of the Company. The Group operates a structured risk management process which identifies, evaluates and prioritises risks and uncertainties.

The Group's treasury function seeks to reduce exposures to foreign exchange, interest rate and other financial risks, and to ensure sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. Policies and procedures are subject to review and approval by the Group's Board of Directors as well as subject to internal audit review.

Market risk- foreign exchange risk
The Company is not subject to foreign exchange risk factors.

Market risk - interest rate risk
The Company has no exposure to interest rate fluctuations as all amounts receivable and payable to Group companies are non-interest bearing.

Credit risk
The Company monitors its group receivable balances on an ongoing basis with any provision for impairments made as required. The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable. The Company does not hold any collateral as security.

The Company's treasury transactions are managed centrally by the Group treasury function. The Group's exposure to credit risk with regard to treasury transactions is managed by dealing only with major banks and financial institutions. Dealing activity is closely controlled and counterparty positions are monitored on a regular basis.

Liquidity risk
The Company's liquidity risk is managed centrally by the Group treasury function.

Key performance indicators (KPIs)

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

By the order of the Board

B Richardson for and on behalf of Sainsburys Corporate Director Limited
11 March 2021

Cliffrange Limited
Directors' report
for the 52 weeks ended 7 March 2020

The Directors present their report and the audited financial statements of the Company for the 52 weeks ended 7 March 2020 (the year). The prior financial year's financial statements were for the 52 weeks to 9 March 2019.

Registered number

The registered number of the Company is 1967242.

Results and dividends

The Company did not trade during the year and consequently incurred no profit or loss (2019: £nil). The Directors do not recommend the payment of a dividend (2019: £nil). The future developments of the business, principal risks and uncertainties and financial risk management are discussed within the Strategic report on page 1.

Going concern

The Directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, due to a letter of support from J Sainsbury plc. Therefore, they continue to adopt the going concern basis of accounting in preparing the financial statements.

Directors

The Directors that held office during the year and up to the date of approval of the financial statements were as follows:

C L Catlin (resigned 6 December 2019)
Sainsburys Corporate Director Limited
D W Clark (appointed 6 December 2019, resigned 31 December 2020)
I Beech (appointed 31 December 2020)

There were no other appointments or resignations.

Company Secretary

The Company Secretaries of the Company who held office during the financial year and up to the date of signing the financial statements are shown below:

Tim Fallowfield (resigned 14 June 2019)
J Foo (appointed 14 June 2019)

Director's liability insurance and third-party indemnification provisions

The Directors are indemnified to the extent permitted by the Articles of Association of the Company in respect of all losses arising out of, or in connection with the execution of their powers, duties and responsibilities. The ultimate parent company purchased and maintained Directors' and Officers' liability insurance throughout 2019/20, which was renewed for 2020/21. The insurance covers all Directors and Officers of companies in the Group. Neither the indemnities nor insurance provide cover in the event that the Director or Officer is proved to have acted fraudulently.

Disclosure of information to auditors

Each of the Directors confirms that, so far as they are aware, there is no relevant audit information of which the auditors are unaware. Each Director has taken all steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

Independent auditors

Ernst & Young LLP, have indicated their willingness to continue in office.

By order of the Board

B Richardson for and on behalf of Sainsburys Corporate Director Limited
11 March 2021

Cliffrange Limited
Statement of Directors' responsibilities
for the 52 weeks ended 7 March 2020

The Directors are responsible for preparing the Strategic report, the Directors' report 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 prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

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 judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify the Company's shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements; and
- 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.

By order of the Board

B Richardson for and on behalf of Sainsburys Corporate Director Limited
11 March 2021

Independent auditors' report to the members of Cliffrange Limited

Opinion

We have audited the financial statements of Cliffrange Limited for the 52-week period ended 7 March 2020 which comprise the Balance sheet, the Statement of changes in equity and the related notes 1 to 13. 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), including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as a 7 March 2020 and of its result for the period 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.

Emphasis of matter

We draw attention to Note 2 of the financial statements, which describes the economic disruption the company is facing as a result of COVID-19. Our opinion is not modified in respect of this matter.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and the Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and Directors' report have been prepared in accordance with applicable legal requirements.

Independent auditors' report to the members of Cliffrange Limited (continued)

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or Directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of directors

As explained more fully in the Statement of Directors' responsibilities set out on page 3 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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 an auditor's report 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.

Ernst & Young LLP

Ben Marles (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

Date 16 March 2021

Cliffrange Limited
Balance sheet
As at 7 March 2020

	Notes	7 March 2020 £'000	9 March 2019 £'000
ASSETS			
Fixed Assets			
Investments	7	**449,660**	449,660
Total fixed assets		**449,660**	449,660
Current assets			
Debtors	8	**230,257**	230,270
Total current assets		**230,257**	230,270
Total assets		**679,917**	679,930
LIABILITIES			
Current liabilities			
Creditors	9	**(449,644)**	(449,657)
Total current liabilities		**(449,644)**	(449,657)
Total liabilities		**(449,644)**	(449,657)
Net assets		**230,273**	230,273
Capital and reserves			
Called up share capital	10	**230,900**	230,900
Profit and loss account		**(627)**	(627)
Total shareholders' funds		**230,273**	230,273

The financial statements on pages 6 to 12 were approved by the Board of Directors and were signed on their behalf by:

Irina Beech
Irina Beech (Mar 11, 2021 19:34 GMT)

Director

11 March 2021

Registered number
1967242

Cliffrange Limited
Statement of changes in equity
For the 52 weeks ended 7 March 2020

	Attributable to owners of the Company		
	Called up share capital £'000	Profit and loss account £'000	Total shareholders' funds £'000
Balance at 9 March 2019	230,900	(627)	230,273
Profit for the financial year	-	-	-
Other comprehensive income	-	-	-
Total comprehensive income for the year	-	-	-
Balance at 7 March 2020	**230,900**	**(627)**	**230,273**

	Attributable to owners of the Company		
	Called up share capital £'000	Profit and loss account £'000	Total shareholders' funds £'000
Balance at 10 March 2018	230,900	(627)	230,273
Profit for the financial year	-	-	-
Other comprehensive income	-	-	-
Total comprehensive income for the year	-	-	-
Balance at 9 March 2019	**230,900**	**(627)**	**230,273**

Profit and loss account and statement of comprehensive income
For the 52 weeks ended 7 March 2020

The Company did not trade in the current or prior year and consequently incurred no profit or loss. There were no cash movements during the current or prior year for the Company as any cash transactions were executed by other members of the J Sainsbury plc group on behalf of the Company. As a result, no profit and loss account or statement of comprehensive income have been presented in these financial statements.

Cliffrange Limited
Notes to the financial statements
For the 52 weeks ended 7 March 2020

1. GENERAL INFORMATION

Cliffrange Limited (the Company) is a private limited company incorporated and domiciled in the United Kingdom under the Companies Act 2006. The Company's registered address is 33 Holborn, London, EC1N 2HT. The Company is a part of J Sainsbury plc group.

The financial year represents the 52 weeks to 7 March 2020 (prior financial year 52 weeks to 9 March 2019).

2. BASIS OF PREPARATION

The financial statements are presented in pounds, rounded to the nearest thousand. They are prepared under the historic cost convention. The principal accounting policies applied in the preparation of these financial statements are set out in note 3. Unless otherwise stated, these policies have been consistently applied to all the periods presented.

As noted in the Directors' report on page 2, the financial statements are prepared on a going concern basis as the Directors have received assurances of continuing financial support from J Sainsbury plc.

Going concern

The Directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. They continue to adopt the going concern basis of accounting in preparing the financial statements.

Statement of compliance

These financial statements have been prepared in accordance with United Kingdom Accounting Standards, Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101), and the Companies Act 2006 (the Act) as applicable to companies using FRS 101.

FRS 101 sets out a reduced disclosure framework for a 'qualifying entity' as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted IFRS.

The Company is a qualifying entity for the purposes of FRS 101. The results of the Company are consolidated into the Annual Report and Financial Statements 2020 of J Sainsbury plc, available on the Group's website: www.j-sainsbury.co.uk.

FRS 101 sets out amendments to IFRS as adopted by the European Union that are necessary to achieve compliance with the Companies Act and related regulations. These amendments had no impact on the Statement of comprehensive income, Balance sheet or Statement of changes in equity for the Company for the year ended 7 March 2020.

The key disclosure exemptions adopted by the Company in accordance with FRS 101 are as follows:

- The requirements of IAS 7 to present a cash flow statement.
- The requirements of paragraph 17 of IAS 24, Related Party Transactions, to disclose information related to key management personnel, and the requirements of IAS 24 to disclose related party transactions between two or more members of a group for wholly owned subsidiaries.
- The requirements of paragraphs 30 and 31 of IAS 8 to disclose information assessing the possible impact of new standards issued but which are not yet effective.
- The requirements of IFRS 7 and IFRS 13 for disclosure of financial instruments and fair values.
- The requirements to present roll-forward reconciliations in respect of share capital (IAS 1), property, plant and equipment (IAS 16), intangible assets (IAS 38).

Accounting estimates and assumptions

The preparation of financial statements in conformity with FRS 101 requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

2. BASIS OF PREPARATION (continued)

Changes in accounting standards

There are no new standards, amendments to existing standards or interpretations which are effective for the first time during the year ended 7 March 2020 that have a material impact on the Company.

Accounting Judgements

Impact of COVID-19

The COVID-19 outbreak has developed rapidly in 2020, with a significant number of infections across many countries. Management has exercised significant judgement when determining whether any adjustments are required to the financial statements as at 7 March 2020.

The conditions that existed at the balance sheet date were that a disease, present in a number of countries globally, was in existence. It had stabilised in China, however had caused a level of uncertainty in the market. The UK response to the outbreak was still minor and day-to-day life in the UK where the Company operates was unchanged. Despite the lockdown in China, a UK lockdown and subsequent economic impact was not readily apparent at this stage. As a result, none of the conditions at the balance sheet date indicated that any adjustments would be required to the Company's financial statements.

The subsequent rise in infections in the UK, significant market movements and global lockdowns occurred after the year-end date, but do not provide additional information about conditions that existed at the balance sheet date. In particular, it was on 11 March that the World Health Organisation declared the virus a pandemic, and from 16 March that the UK Government announced major government-backed loans. It is also this date that day-to-day life in the UK began to be impacted through announced social distancing measures, with additional, stay at home measures being enforced even later. The scale of these Government interventions and impact on daily life in the UK were not apparent at the balance sheet date and therefore represent non-adjusting events to the Company.

3. SUMMARY OF PRINCIPAL ACCOUNTING POLICIES

Investments

Investments are included in the balance sheet at cost. Where appropriate, a provision is made for any impairment in their value.

Impairment of assets

Assets are subject to impairment reviews whenever changes in events or circumstances indicate that an impairment may have occurred. Assets are written down to the higher of fair value less costs to sell and value-in-use. Value-in-use is calculated by discounting the expected cash flows from the asset at an appropriate discount rate for the risks associated with that asset. This includes estimates of both the expected cash flows and an appropriate discount rate which use management's assumptions and estimates of the future performance of the asset. Differences between expectations and the actual cash flows will result in differences in the level of impairment required.

A previously recognised impairment loss is reversed if there has been a significant change in the underlying assumptions used to determine the recoverable amount, however not to an amount higher than the carrying amount that would have been determined, net of amortisation or depreciation, if no impairment loss had been recognised in prior years.

Current tax

Current tax is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Financial instruments

The only financial instruments of the Company relate to loans and receivables. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Company provides money, goods or services directly to a debtor with no intention of trading the debtor. Loans and debtors are recognised initially at fair value and subsequently measured at amortised cost, less provision for impairment. They are included in current assets. Loans and receivables comprise group and other debtors.

Cliffrange Limited
Notes to the financial statements
For the 52 weeks ended 7 March 2020 (continued)

4. ADMINISTRATIVE EXPENSES

Costs of £3,000 (2019: £3,000) for the annual audit of the financial statements of the Company are borne by Argos Limited, and no recharge is made to the Company.

5. DIRECTORS' EMOLUMENTS AND EMPLOYEE INFORMATION

Other than the Company Directors, the Company had no employees in either year.

No Director received emoluments in respect of their services to the Company during the year (2019: £nil).

6. TAX ON PROFIT ON ORDINARY ACTIVITIES

	52 weeks ended 7 March 2020 £'000	52 weeks ended 9 March 2019 £'000
Analysis of charge in the year		
Current tax:		
UK corporation tax	-	-
Total tax charge in profit and loss account	-	-

Factors affecting the tax charge
The effective tax rate for the year of nil% (2019: nil%), is lower than the standard rate of corporation tax in the UK of 19.0% (2019: 19.0%). The differences are explained below:

	52 weeks ended March 2020 £'000	52 weeks ended 9 March 2019 £'000
Profit before tax on ordinary activities	-	-
Profit before tax multiplied by the standard rate of corporation tax in the UK	-	-
Effects of:		
Transfer pricing adjustments	**1,125**	875
Loss relief surrendered for nil consideration	**(1,125)**	(875)
Total tax charge in the profit and loss account	-	-

Factors that may affect future tax charges

"The main rate of UK corporation tax reduced from 20 per cent to 19 per cent from 1 April 2017. A further reduction in the corporation tax rate to 17%, effective from 1 April 2020, was substantively enacted in a prior period, so its effect is reflected in these financial statements. Deferred tax on temporary differences and tax losses as at the balance sheet date is calculated at the substantively enacted rates at which the temporary differences and tax losses are expected to reverse. A change to the corporation tax rate, so that it remains at 19% rather than reducing to 17% from 1 April 2020, was announced in the 2020 Budget. However, this rate change was not substantively enacted at the balance sheet date, so its effect is not reflected in these financial statements.

The effect of a two per cent increase in the corporation tax rate on the deferred tax balances at the balance sheet date has no impact.

Cliffrange Limited
Notes to the financial statements
For the 52 weeks ended 7 March 2020 (continued)

7. INVESTMENTS

	52 weeks ended 7 March 2020 £'000	52 weeks ended 9 March 2019 £'000
Cost	**450,500**	450,500
Impairment	**(840)**	(840)
Net Book Value	**449,660**	449,660

The Company holds the whole of the issued ordinary shares of Stanhope Finance Limited, a non-trading company, which is incorporated in England and Wales. In the opinion of the Directors the value of the investment is not less than the book value.

8. DEBTORS

	2020 £'000	2019 £'000
Amounts falling due within one year:		
Amounts owed by group undertakings	**230,257**	230,270

The amounts owed by group undertakings are unsecured, repayable on demand and non-interest bearing. No balances owed by group undertakings are past due or impaired.

9. CREDITORS

	2020 £'000	2019 £'000
Amounts falling due within one year:		
Amounts owed to group undertakings	**(449,644)**	(449,657)

The amounts owed to group undertakings are unsecured, repayable on demand and non-interest bearing.

10. CALLED UP SHARE CAPITAL

	2020 £'000	2019 £'000
Allotted, called-up and fully paid:		
230,900,082 (2019: 230,900,082) ordinary shares at £1 each	**230,900**	230,900

11. ULTIMATE PARENT UNDERTAKINGS

The Company's ultimate parent and controlling party is J Sainsbury plc (a company registered in England and Wales). The largest and smallest group of undertakings for which group financial statements have been prepared was that of J Sainsbury plc which are publicly available from its official website: http://www.j-sainsbury.co.uk/investors; or by writing to its registered office: 33 Holborn, London, EC1N 2HT.

12. SUBSIDIARY UNDERTAKINGS

Subsidiary	Address of the undertaking	Direct/Indirect subsidiary	Percentage of ordinary shares held
Stanhope Finance Limited	33 Holborn, London, EC1N 2HT	Direct	100

13. POST BALANCE SHEET EVENT

The COVID-19 pandemic has developed rapidly in 2020, with a significant number of infections across many countries. As detailed in note 2 it has been concluded that none of the conditions at the balance sheet date indicated that any adjustments would be required to the Company's financial statements.

To mitigate the effect of any liquidity risks arising as a result of the COVID-19 pandemic, the Company obtained a letter of support from J Sainsbury plc, the ultimate parent company, stating that it has the ability to provide financial support to the Company to assist it in meeting its liabilities as and when they fall due for a period of at least 12 months from the date of approval of the balance sheet.