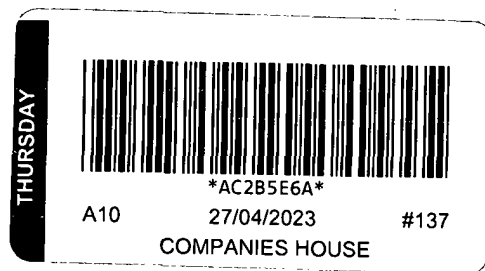


The Brand Group Limited

**Directors' report and financial
statements**

Registered number 02342747

31 August 2022



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Directors' report

The directors present their annual report and the unaudited financial statements for the year ended 31 August 2022.

In accordance with Section 414B of the Companies Act 2006 (strategic report and directors' report) Regulations 2013, the company is exempt from preparing a Strategic report.

Results and proposed dividend

The company did not trade during the year and made neither a profit nor a loss (2021: £Nil).

The directors do not recommend the payment of a dividend.

Directors and directors' interests

The directors who held office during the year and up to the date of signing these financial statements were as follows:

Sodexo Corporate Services (No.1) Limited
Sodexo Corporate Services (No.2) Limited
S A Carter

None of the directors who held office at the end of the financial year had any interest in the shares of the company. In accordance with the exemptions within the Companies Act 2006, no disclosure of interests in the share capital of the ultimate holding company, Sodexo S.A. is required, by virtue of that company not being incorporated in Great Britain.

Auditors

For the year ending 31 August 2022 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

By order of the board



Helen Clifton
Authorised signatory
Sodexo Corporate Services (No.2) Limited
Secretary

One Southampton Row
London
United Kingdom
WC1B 5HA

24th April 2023

Statement of directors' responsibilities in respect of the directors' report and the financial statements

The directors are responsible for preparing 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 they have elected to prepare the Financial Statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice) including FRS 101 *Reduced Disclosure Framework*.

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 year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Balance sheet
at 31 August 2022

	<i>Note</i>	2022 £	2021 £
Fixed assets			
Investments	2	75,302	75,302
Net assets		<u>75,302</u>	<u>75,302</u>
Capital and reserves			
Called up share capital	3	147,500	147,500
Share premium account	4	2,500	2,500
Profit and loss account	4	(74,698)	(74,698)
		<u>75,302</u>	<u>75,302</u>
Shareholders' funds			
Equity		(64,698)	(64,698)
Non-equity		140,000	140,000
		<u>75,302</u>	<u>75,302</u>


The company was dormant during the period and has made neither a profit nor loss.

The notes on pages 4 to 6 form part of the financial statements.

The directors:

- (a) confirm that the company was entitled to exemption under subsections (1) and (2) of section 480 of the Companies Act 2006 from the requirement to have its accounts for the financial year ended audited.
- (b) confirm that members have not required the company to obtain an audit of its accounts for that financial year in accordance with section 476 of that Act.
- (c) acknowledge their responsibilities for:
 - (i) ensuring that the company keeps adequate accounting records which comply with section 386 of the Companies Act 2006, and
 - (ii) preparing accounts which give a true and fair view of the assets, liabilities, and financial position of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of sections 393 and 394 of that Act, and which otherwise comply with the requirements of that Act relating to accounts, so far as applicable to the company.

These financial statements were approved by the board of directors on 24th April 2023 and were signed on its behalf by:

S.A. 

S A Carter
Director

Notes

(forming part of the financial statements)

1 Accounting policies

The company is a private company incorporated, domiciled and registered in the UK. The registered number is 02342747 and the registered address is One Southampton Row, London, United Kingdom, WC1B 5HA.

These financial statements were prepared in accordance with Financial Reporting Standard 101 *The Reduced Disclosure Framework* ("FRS 101") as issued in August 2014.

The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1.

The company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

A profit and loss account has not been prepared as the company did not trade and received no income nor incurred any expenditure during the current or previous financial year.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Fixed asset investments

Shares in subsidiary undertakings are stated at cost less provisions for any diminution in value.

Notes (continued)

2 Fixed asset investments

	Shares in subsidiary undertakings £
Cost	
At beginning and end of year	150,000
Provisions	
At beginning and end of year	(74,698)
Net book value	
At beginning and end of year	75,302

The companies in which the company's interest at the year end is more than 20% are as follows:

	Country of incorporation	Principal activity	Class and percentage of shares held
Subsidiary undertakings			
Sodexo Food Services Limited	England & Wales	Provision of food and management Services	100%
Russell & Brand Limited	England & Wales	Dormant	100%

Notes (continued)

3 Called up share capital

	2022 £	2021 £
<i>Allotted, called up and fully paid</i>		
Equity: 75,000 Ordinary shares of 10p each	7,500	7,500
Non Equity: 280,000 4.5% Preference shares of 50p each	140,000	140,000
	<hr/> 147,500 <hr/>	<hr/> 147,500 <hr/>

The preference shares rank first should a dividend be declared, and the preferential non-cumulative dividend will be at a gross rate of 4.5%.

On the return of capital whether on liquidation or capital reduction or otherwise the shares will rank first to the amount paid up together with all unpaid preferential dividend arrears.

The holders of these shares shall be entitled to receive notice of and to attend and speak at any general meeting of the company but will have no voting rights either on show of hands or on a poll.

Further a number of redemption rights exist at either the company's or the holder's discretion.

4 Share premium and reserves

	Share premium account £	Profit and loss account £
At beginning and end of year	2,500	(74,698)
	<hr/>	<hr/>

5 Ultimate parent company and ultimate controlling party

The company's ultimate parent company and controlling party is Sodexo SA, a company incorporated in France. This is the smallest group of undertakings for which consolidated financial statements are prepared. Copies of the consolidated financial statements can be obtained from The Secretary, Sodexo SA, 255 Quai de la Bataille de Stalingrad, 92866 Issy-Les-Moulineux, France.

The company's immediate parent undertaking and controlling party is Sodexo Holdings Limited, a company incorporated in England and Wales.