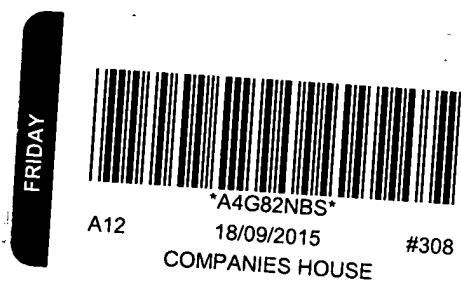


Abbeyfield V.E. Limited
Annual report and financial statements
for the year ended 31 December 2014

Registered number: 03104285



Abbeyfield V.E. Limited

Annual report and financial statements for the year ended 31 December 2014

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Abbeyfield V.E. Limited

Directors and advisers

Directors

J Lawson
M Flint
S Hope

Company secretary

S Hope

Registered office

Mere Way
Ruddington Fields Business Park
Ruddington
Nottingham
NG11 6NZ

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Donington Court
Pegasus Business Park
Castle Donington
East Midlands
DE74 2UZ

Bankers

HSBC Bank plc
12 Victoria Street
Nottingham
NG1 2FF

Solicitors

Shakespeares Legal LLP
20 New Walk
Leicester
LE1 6TX

Geldards LLP
The Arc
Enterprise Way
Nottingham
NG2 1BN

Abbeyfield V.E. Limited

Strategic report for the year ended 31 December 2014

The directors present their strategic report on the company for the year ended 31 December 2014.

Business review and principal activities

The company's principal activity during the year continued to be the management of an optical retail group. No change is planned to these activities.

The company's main income stream is generated from charging management fees to Joint Venture Vision Express stores. During the year, total income increased slightly, despite a net reduction of two stores during the year.

The results of the company show a profit on ordinary activities before taxation of £4,582,000 (2013: £3,465,000). The company has net assets of £6,615,000 (2013: £5,062,000).

During 2014, 2 Joint Venture stores closed, 1 opened and 1 Joint Venture store transferred to Abbeyfield V.E. Limited's parent company to become a company owned store.

Future outlook

The directors continue to review the performance of all stores in the Joint Venture estate to ensure that each operates under the optimum business model for that location and customer base. The company continues to charge on-going management fees to stores that remain in the Joint Venture estate and no significant changes are expected in the near future in this regard.

Key performance indicators (KPIs)

The total number of trading stores, Joint Venture and Franchise, at the end of December 2014 was 90, compared to 92 at the prior year end.

With this statistic, plus comments above, given the straightforward nature of the business, the company's directors are of the opinion that analysis using more KPIs is not necessary for an understanding of the development, performance or position of the business.

Principal risks and uncertainties

The management of the business and the execution of the company's strategy are subject to a number of risks.

Risks are reviewed by the board, and appropriate processes put into place to monitor and mitigate them. If more than one event occurs, it is possible that the overall effect of such events would compound the possible adverse effects on the company.

The key business risks affecting the company are set out below:

National and global economic trading conditions

The overall performance of the stores from which the company derives fees, is dependent, to some degree, upon the overall national economy, although balanced by the fundamental need of customers for optical care and services. The risk of continuous difficult economic trading conditions is partly mitigated by continued management focus to deliver services and product in line with changing needs of the customer, and driving competitive advantage.

Abbeyfield V.E. Limited

Strategic report for the year ended 31 December 2014 (continued)

Principal risks and uncertainties (continued)

Amount owed by Joint Venture stores

The company continues to loan funds to Joint Venture companies, in which it has an investment, as disclosed in note 11 to the financial statements.

Whilst the company actively manages the risks associated in loans to these businesses, the ultimate recovery of these debts remains reliant on the performance of the individual Joint Venture companies.

Business interruption

The company has a risk associated with potential interruption to business either at its national support centre or in its associated stores. This risk is mitigated through an effective disaster recovery plan, supplemented by appropriate insurance coverage.

Regulatory changes

The overall performance of the company is dependent upon any future regulatory changes which may be imposed by either HMRC or other Government or Regulatory bodies.

On behalf of the board



**S Hope
Director**

22 May 2015

Abbeyfield V.E. Limited

Directors' report for the year ended 31 December 2014

The directors present their annual report and the audited financial statements of the company for the year ended 31 December 2014.

Results and dividends

The company's operating profit amounted to £4,523,000 (2013: £3,433,000).

The profit for the financial year amounted to £4,553,000 (2013: £3,675,000).

During the year the company paid a dividend of £3,000,000 (2013: £5,000,000) see note 8.

The future outlook of the company is considered within the strategic report.

Financial risk management

The company's operations expose it to a variety of financial risks that include the effects of credit risk, liquidity risk, and interest rate risk. The directors actively manage these risks by monitoring levels of risk and related costs. No derivatives are used to protect against foreign exchange movements, as the company has limited foreign exchange risk.

The company has implemented policies to ensure that appropriate credit checks are carried out on potential customers before credit sales are made.

The company has both interest bearing assets and interest bearing liabilities. Interest bearing assets include amounts held within bank and cash balances, all of which earn interest at floating interest rates. When necessary, the company utilises overdraft facilities designed to ensure the company has sufficient available funds for its operations and its required level of working capital. Floating rate interest rates also apply to this. The directors will revisit the appropriateness of this policy should the company's operations change in size or nature.

Directors

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

M Flint
S Hope
J Lawson

Directors' indemnities

The company purchased and maintained throughout the financial year directors' and officers' liability insurance in respect of itself and its directors.

Employees

Our policy is to fulfil our obligations under current employment legislation. Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the company continues and that appropriate training is arranged. It is the policy of the company that all employees be given equal opportunities in respect of training, career development and promotion.

Abbeyfield V.E. Limited

Directors' report for the year ended 31 December 2014 (continued)

Employees (continued)

It is also our policy to carry on business so as to avoid causing any unnecessary or unacceptable safety risks to any of our employees.

The company places considerable value on the involvement of its employees and has continued its practice of keeping them informed on matters affecting them as employees and on the various factors affecting the performance of the company. There are a variety of mechanisms implemented to achieve this, including manager briefings, newsletter publications and attendance at annual conferences. Wherever possible, the company also actively consults employees, or their representatives, on a regular basis so that the views of employees can be taken into account in making decisions that are likely to affect their interest.

It is company policy that there shall be no discrimination in respect of age, sex, colour, religion, race, nationality or ethnic origin and that equal opportunity shall be given to all employees.

Statement of directors' responsibilities

The directors are responsible for preparing the annual 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 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;
- 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 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.

Abbeyfield V.E. Limited

Directors' report for the year ended 31 December 2014 (continued)

Statement of disclosure of information to auditors

In the case of each director in office at the date the directors' report is approved, the following applies:

- (a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- (b) he 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.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the annual general meeting.

On behalf of the board



S Hope
Director

22 May 2015

Independent auditors' report to the members of Abbeyfield V.E. Limited

Report on the financial statements

Our opinion

In our opinion, Abbeyfield V.E. Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its profit 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.

What we have audited

Abbeyfield V.E. Limited's financial statements comprise:

- the balance sheet as at 31 December 2014;
- the profit and loss account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on matter prescribed by the Companies Act 2006

In our opinion, the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Independent auditors' report to the members of Abbeyfield V.E. Limited (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the statement of directors' responsibilities set out on page 5, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves


We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the annual report and financial statements 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.



Gillian Hinks (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
East Midlands

22 May 2015

Abbeyfield V.E. Limited

Profit and loss account For the year ended 31 December 2014

Registered number 03104285

	Note	2014 £'000	2013 £'000
Turnover	2	9,665	9,601
Administrative expenses		(5,142)	(6,168)
Operating profit	6	4,523	3,433
Profit on ordinary activities before interest and taxation		4,523	3,433
Interest receivable and similar income	4	71	63
Interest payable and similar charges	5	(12)	(31)
Profit on ordinary activities before taxation		4,582	3,465
Tax on profit on ordinary activities	7	(29)	210
Profit for the financial year	15	4,553	3,675

There were no recognised gains or losses in either the current or preceding year other than those disclosed in the profit and loss account, and therefore no separate statement of total recognised gains and losses has been presented.

All results derive from continuing operations.

There are no material difference between the profit on ordinary activities before taxation and the profit for the financial years stated above and their historical cost equivalents.

Abbeyfield V.E. Limited

Balance sheet As at 31 December 2014

Registered number: 03104285	Note	2014 £'000	2013 £'000
Fixed assets			
Tangible assets	9	3	4
Investments	10	295	15
		298	19
Current assets			
Debtors: (including amounts greater than one year £737,000 (2013: £598,000))	11	10,767	8,460
Cash at bank and in hand		1,024	4,352
		11,791	12,812
Creditors: amounts falling due within one year	13	(5,474)	(7,769)
Net current assets		6,317	5,043
Total assets less current liabilities		6,615	5,062
Net assets		6,615	5,062
Capital and reserves			
Called up share capital	14	-	-
Profit and loss account	15	6,615	5,062
Total shareholders' funds	16	6,615	5,062

These financial statements on pages 9 to 25 were approved by the board of directors on 22 May 2015 and were signed on its behalf by:



J Lawson
Director

Abbeyfield V.E. Limited

Notes to the financial statements for the year ended 31 December 2014

1 Accounting policies

The financial statements have been prepared in accordance with the Companies Act 2006 and applicable UK accounting and financial reporting standards. A summary of the more important accounting policies, which have been applied consistently throughout the year, is set out below.

Basis of preparation

These financial statements have been prepared on the going concern basis and under the historical cost convention.

Cash flow statement

Under Financial Reporting Standard 1 Cash Flow Statements (Revised 1996) as the company is more than 90% owned by the ultimate parent company, in whose financial statements a cash flow statement is produced and the results of the company are incorporated, no cash flow statement has been included.

Exemption from preparing group financial statements

The company is exempt from the requirement to prepare group financial statements by virtue of section 400 of the Companies Act 2006 as it is a wholly owned subsidiary of GrandVision N.V. (formerly GrandVision B.V.), which prepares group financial statements which incorporate this entity.

Turnover

Turnover represents the invoiced amount for management services provided, excluding value added tax.

Turnover is only recognised in the profit and loss account in the year to which it relates. Any revenue relating to future periods is held within the balance sheet awaiting release into the correct accounting period.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at historic purchase cost less accumulated depreciation.

Cost includes the original purchase price of the asset plus non-recoverable value added tax and the costs attributable to bringing the assets to its working condition for its intended use.

Depreciation is provided on all tangible fixed assets at annual rates calculated to write off the cost of each asset evenly over its expected useful life, as follows:

Leasehold improvements	10 years
Fixtures and equipment	3-5 years

Fixed asset investments

Fixed asset investments are stated at cost less provision for impairment.

Impairment

Tangible fixed assets and investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. When a review of impairment is conducted, the recoverable amount is assessed by reference to the net present value of expected future cash flows of the relevant income generating unit, or disposal value if higher. The discount rate applied is based upon the company's weighted average cost of capital with appropriate adjustment for the risks associated with the relevant business. When it is determined that the carrying value exceeds the recoverable amount, the excess is written off to the profit and loss account.

Abbeyfield V.E. Limited

Notes to the financial statements for the year ended 31 December 2014 (continued)

1 Accounting policies (continued)

Provisions

Provisions are recognised when:

- The company has a present legal or constructive obligation as a result of past events;
- It is more likely than not that an outflow of resources will be required to settle the obligation; and
- The amount can be reliably estimated.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Taxation

The charge for taxation is based on the results for the year as adjusted for disallowable items and timing differences. Full provision is made for deferred tax on all material timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in the obligation to pay more or the right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

Pensions

Pension cost charges in the financial statements represent contributions payable to employees' money purchase pension schemes. The company provides no other post retirement benefits to its employees. Assets are held separately in an independently administered fund. In line with current U.K. legislation all employees have been enrolled on the company pension scheme on an opt-out basis.

2 Turnover

All turnover relates to the company's principal activity which is the management of a retail group, and arose within the United Kingdom.

Abbeyfield V.E. Limited

Notes to the financial statements for the year ended 31 December 2014 (continued)

3 Employees and directors

	2014	2013
	£'000	£'000
Staff costs (including directors)		
Wages and salaries	-	2,099
Social security costs	-	138
Other pension costs (note 18)	-	38
	-	2,275

The monthly average number of employees during the year was made up as follows:

	2014	2013
	Number	Number
Management (including directors)	-	52
Administration	-	22
	-	74

Costs in respect of salaries amounting to £2,400,000 are recharged from Vision Express UK Limited in the year for time worked on behalf of the company by a monthly average of 92 employees on dual employment contracts. These contracts were implemented in July 2013.

Abbeyfield V.E. Limited

Notes to the financial statements for the year ended 31 December 2014 (continued)

3 Employees and directors (continued)

Directors' emoluments

In addition to the costs shown above, remuneration for directors of the company is borne by other group companies and recharges were made for their services to the company. The aggregate amount of recharges and emoluments in respect of services to the company was:

	2014	2013
	£'000	£'000
Directors' emoluments and annual performance related bonus	195	188
Long term incentive scheme payments	71	44
Pension contributions	62	51
	328	283

The emoluments are with respect to the management of the affairs of the company.

	2014	2013
	Number	Number

Retirement benefits are accruing to the following number of directors under:

Group defined contribution scheme	3	3
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The emoluments of the highest paid director were £113,242 (2013: £97,396), including long term incentive scheme payments of £36,761 (2013: £22,906). Pension contributions of £9,450 (2013: £9,100) were paid on his behalf.

4 Interest receivable and similar income

	2014	2013
	£'000	£'000
Interest on amounts owed by Joint Ventures	5	17
On loans to group undertakings	2	-
Joint Ventures loan interest	14	15
Bank interest receivable	50	31
	71	63

Interest on amounts owed by Joint Ventures is as a result of a consolidated banking arrangement between the Joint Venture stores and Abbeyfield V.E. Limited.

Abbeyfield V.E. Limited

Notes to the financial statements for the year ended 31 December 2014 (continued)

5 Interest payable and similar charges

	2014	2013
	£'000	£'000
Interest on bank loans and overdrafts	-	20
Interest on amounts owed to Joint Ventures	12	11
	12	31

6 Operating profit

This is stated after charging:

	2014	2013
	£'000	£'000
Auditors' remuneration - audit	12	12
Depreciation - owned tangible fixed assets	1	2

7 Tax on profit on ordinary activities

	2014	2013
	£'000	£'000
Current tax		
UK corporation tax on profits for the year	835	377
Adjustments in respect of prior years	(807)	(589)
Total current tax	28	(212)
Deferred taxation (note 12)		
Origination and reversal of timing differences	1	2
Total tax on profit on ordinary activities	29	(210)

Abbeyfield V.E. Limited

Notes to the financial statements for the year ended 31 December 2014 (continued)

7 Tax on profit on ordinary activities (continued)

Factors affecting the tax for the current year

The current tax charge/(credit) for the year is lower (2013: lower) than the standard average rate of corporation tax in the UK of 21.5% (2013: 23.25%). The differences are explained below:

	2014	2013
	£'000	£'000
Current tax reconciliation		
Profit on ordinary activities before taxation	4,582	3,465
Profit on ordinary activities before taxation multiplied by the standard rate in the UK at 21.5% (2013: 23.25%)	985	806
Effects of		
Group relief not paid	(151)	(429)
Expenses not deductible for tax purposes	2	1
Adjustments to tax in respect of prior years	(807)	(589)
Capital allowances in excess of depreciation	(1)	(1)
Total current tax	28	(212)

The main rate of corporation tax in the United Kingdom reduced from 23% to 21% effective from 1 April 2014. The Finance Act 2013 also included legislation to reduce the rate to 20% from 1 April 2015. As these changes had been substantively enacted at 31 December 2014, the deferred tax balances have been re-measured at 20%.

8 Dividends

	2014	2013
	£'000	£'000
Dividends paid on 'A' ordinary shares - £60,000 per share (2013: £100,000 per share)	3,000	5,000

Abbeyfield V.E. Limited

Notes to the financial statements for the year ended 31 December 2014 (continued)

9 Tangible fixed assets

	Leasehold improve- ments £'000	Fixtures and equipment £'000	Total £'000
Cost			
At 1 January 2014	62	192	254
At 31 December 2014	62	192	254
Accumulated depreciation			
At 1 January 2014	62	188	250
Charge for the year	-	1	1
At 31 December 2014	62	189	251
Net book value			
At 31 December 2014	-	3	3
At 31 December 2013	-	4	4

10 Fixed assets investments

	£'000
Cost	
At 1 January 2014	15
Additions	280
At 31 December 2014	295
Net book amount	
At 31 December 2014	295
At 31 December 2013	15

Additions relate to the acquisition of Kendal V.E. Limited during the year.

All investments are held at cost, there are no provisions against these investments.

The directors consider the value of investments to be supported by their underlying assets.

Abbeyfield V.E. Limited

Notes to the financial statements for the year ended 31 December 2014 (continued)

10 Fixed assets investments (continued)

Investments at cost	Country of Incorporation	% of holding	Class of shares	% of holding	Class of shares	Principal activity
Andover V.E. Limited	United Kingdom	50%	Ordinary A	100%	Ordinary B	Optical retailer
Ashbourne V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Ashby de la Zouch V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Ashford V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Athlone V.E. Limited	Republic of Ireland	-	Ordinary A	100%	Ordinary B	Non trading
Ayr V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Ballymena V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Banbury V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Bangor V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Barnet V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Barnstaple V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Basildon V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Beeston V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Belper V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Berwick upon Tweed V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Beverley V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Bexley Heath V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Bicester V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Bishops Stortford V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Blackburn V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Boston V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Boston Town V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Bournemouth V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Braintree V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Brentwood V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Burton upon Trent V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Bury St Edmunds V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Buxton V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Byres Road V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Camberley V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Canterbury V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Chesterfield V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Chiswick V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Clapham Common V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Crewe V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Cwmbran V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Dunfermline V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Durham V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Non trading
Eastbourne V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Eastleigh V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Edgware V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Enfield V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Evesham V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Falkirk V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Fareham V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Farnham V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Gloucester V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Goring by Sea (Batmans) Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Grantham V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Greenock V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading

Abbeyfield V.E. Limited

Notes to the financial statements for the year ended 31 December 2014 (continued)

10 Fixed assets investments (continued)

Investments at cost	Country of Incorporation	% of holding	Class of shares	% of holding	Class of shares	Principal activity
Halifax V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Harborne V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Harlow V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Harrogate V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Hastings V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Hemel Hempstead V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Hereford V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Hinckley V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Hitchin V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Hornchurch V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Horsham V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Hounslow V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Huddersfield V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Huntingdon V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Kendal V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Kettering V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Non trading
Kettering Town V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Kidderminster V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Kings Lynn V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Kirkcaldy V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Lancaster V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Leamington Spa V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Lewisham V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Lichfield V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Lincoln V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Lisburn V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Livingston V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Llandudno V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Loughborough V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Loughton V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Lowestoft V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Luton V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Macclesfield V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Maidenhead V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Mansfield V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Market Harborough V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Melton Mowbray V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Morpeth V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Non trading
Newbury V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Newport V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Newry V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Newton Abbey V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Newton Abbott V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Northwich V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Nottingham V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Nuneaton V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Perth V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Petersfield V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Rayleigh V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Redhill V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Rochdale V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer

Abbeyfield V.E. Limited

Notes to the financial statements for the year ended 31 December 2014 (continued)

10 Fixed assets investments (continued)

Investments at cost	Country of incorporation	% of holding	Class of shares	% of holding	Class of shares	Principal activity
Rotherham V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Rugby V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Ruislip V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Salisbury V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Scarborough V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Scunthorpe V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Shrewsbury V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Skipton V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
South Shields V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Southport V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Optical retailer
Spalding V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
St Helens V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Stafford V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Staines V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Non trading
Stamford V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Stevenage V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Stirling V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Stockton V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Non trading
Stratford Upon Avon Optical Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Sutton Coldfield V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Swiss Cottage V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Tamworth V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Taunton V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Torquay V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Truro (Batemans) Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Truro V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Tunbridge Wells V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Wakefield V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Non trading
Warrington V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Wells V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Welwyn Garden City V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
West Bridgford V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Westwood Cross V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Weymouth V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Whiteleys V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Whitehaven V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Widnes V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Wilmslow V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Winchester V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Woking (Batemans) V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Non trading
Woking V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Wood Green V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Worksop V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Worthing V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Yeovil V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer

No shares in Abbeyfield V.E. Limited are held by or on behalf of any of these entities.

Within all of these investments (known as 'investee undertakings'):

Both the 'A' and 'B' ordinary shares have voting rights. The 'B' ordinary shares entitle the holders to appoint three 'B' directors, including the chairman. The 'B' ordinary shares do not entitle the holders to receive a dividend. On a winding up the 'A' and 'B' ordinary shares rank pari passu.

Abbeyfield V.E. Limited

Notes to the financial statements for the year ended 31 December 2014 (continued)

11 Debtors

	2014	2013
	£'000	£'000
Amounts falling due within one year		
Trade debtors	158	84
Amounts owed by group undertakings	3,271	829
Amounts owed by Joint Ventures (note 19)	6,381	6,872
Other debtors	216	72
Deferred tax (note 12)	4	5
	10,030	7,862
Amounts falling due after more than one year		
Amounts owed by Joint Ventures (note 19)	737	598
	10,767	8,460

Amounts owed by group undertakings are non-interest bearing, except for an amount of £3,000,000 (2013: £nil) which bears interest at the rate of LIBOR plus 2%. All amounts owed by group undertakings are unsecured and repayable on demand.

Amounts owed by Joint Ventures are non-interest bearing. All amounts owed by Joint Ventures are unsecured and repayable on demand.

Abbeyfield V.E. Limited

Notes to the financial statements for the year ended 31 December 2014 (continued)

12 Deferred tax asset

	2014	2013
	£'000	£'000
At 1 January	5	7
Charged to the profit and loss account (note 7)	(1)	(2)
At 31 December	4	5
Tax effect of timing differences because of:		
	2014	2013
	£'000	£'000
Excess of capital allowances over depreciation	4	5

The deferred tax asset has been recognised within debtors (note 11).

13 Creditors: amounts falling due within one year

	2014	2013
	£'000	£'000
Bank loans and overdrafts	-	932
Trade creditors	49	15
Amounts owed to group undertakings	1,490	927
Amounts owed to Joint Ventures (note 19)	3,336	4,184
Corporation tax	479	1,097
Other taxation and social security	53	91
Accruals and deferred income	67	523
	5,474	7,769

All bank loans and overdrafts and unsecured.

Amounts owed to group undertakings are non-interest bearing. Amounts owed to Joint Ventures are non-interest bearing, except for individual balances exceeding £60,000 which bear interest at the Bank of England base rate. All amounts owed to group undertakings and Joint Ventures are unsecured and repayable on demand.

Abbeyfield V.E. Limited

Notes to the financial statements for the year ended 31 December 2014 (continued)

14 Called up share capital

	2014	2013
	£	£
Authorised, allotted and fully paid		
50 (2013: 50) 'A' ordinary shares of £1 each	50	50
50 (2013: 50) 'B' ordinary shares of £1 each	50	50
	100	100

Both the 'A' and 'B' ordinary shares have voting rights. The 'B' ordinary shares entitle the holders to appoint three 'B' directors, including the chairman. The 'B' ordinary shares do not entitle the holders to receive a dividend.

On a winding up the 'A' and 'B' ordinary shares rank pari passu.

15 Profit and loss account

	£'000
At 1 January 2014	5,062
Profit for the financial year	4,553
Dividends (note 8)	(3,000)
At 31 December 2014	6,615

16 Reconciliation of movements in total shareholders' funds

	2014	2013
	£'000	£'000
Profit for the financial year	4,553	3,675
Dividends (note 8)	(3,000)	(5,000)
Net increase/(reduction) in shareholders' funds	1,553	(1,325)
Opening shareholders' funds	5,062	6,387
Closing shareholders' funds	6,615	5,062

Abbeyfield V.E. Limited

Notes to the financial statements for the year ended 31 December 2014 (continued)

17 Contingent liabilities

A number of the investee undertakings have recorded net liabilities during the start up period due to losses incurred. In order to prepare those financial statements on a going concern basis, this company has provided letters of support to certain investee undertakings, which commit this company to providing financial support into the foreseeable future. The net liabilities of these investee undertakings as at 31 December 2014 were £4,988,000 (2013: £5,419,000).

18 Pensions

The company no longer contributes to a defined contribution pension scheme. The pension cost charged for the year represents contributions payable by the company to the scheme and amounted to £nil (2013: £38,000). No contributions are prepaid or outstanding at the year-end (2013: £nil).

19 Related party transactions

As the company is a wholly owned subsidiary of GrandVision N.V. (formerly GrandVision B.V.) the company has taken advantage of the exemption contained in Financial Reporting Standard 8 "Related party disclosure" and has therefore not disclosed transactions or balances with wholly owned entities that form part of the group. The consolidated financial statements of GrandVision N.V., within which this company is included, can be obtained from the address given in note 20.

The value of the intercompany trading income for the invoicing of service fees and interest amounted to £8,051,015 (2013: £7,972,750), interest receivable amounted to £19,000 (2013: £32,000) and interest payable amounted to £12,000 (2013: £11,000).

An amount of £7,118,000 (£6,381,000 within one year and £737,000 after more than one year) (2013: £7,470,000 (£6,872,000 within one year and £598,000 after more than one year)) was owed by the investee undertakings as at 31 December 2014. An amount of £3,336,000 (2013: £4,184,000) was owed to the investee undertakings as at 31 December 2014.

During the year, the company acquired the shares of 1 former Joint Venture company for a total consideration of £280,000.

20 Ultimate parent and controlling company

The immediate parent company is Vision Express (UK) Limited, a company incorporated in Great Britain. A copy of their financial statements can be obtained from Mere Way, Ruddington Fields Business Park, Ruddington, Nottingham, United Kingdom, NG11 6NZ.

The ultimate parent and controlling company is HAL Trust, a trust under Bermuda Law.

The largest group in which results of the company are consolidated is that headed by HAL Trust whose financial statements are available to the public from Millennium Tower, Weena 696, 3012, CN Rotterdam, The Netherlands.

The smallest group in which results of the company are consolidated is that headed by GrandVision N.V. (formerly GrandVision B.V.), whose financial statements are available to the public from WTC Schiphol Airport, G5, Schiphol Boulevard 117, 1118 BG Schiphol, The Netherlands.

Abbeyfield V.E. Limited

Notes to the financial statements for the year ended 31 December 2014 (continued)

21 Subsequent events

On 5 February 2015, GrandVision B.V. (now GrandVision N.V.) was converted into a public limited liability company under Dutch law. Following the IPO on 6 February 2015, at which time a proportion of HAL Trust units became listed on Euronext Amsterdam, the ownership of GrandVision N.V. by HAL Trust reduced to 76.72% (per publication date of the GrandVision N.V. consolidated financial statements).