Registration number: 03309179

Annual Report and Financial Statements

For the period ended 1 April 2023

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Annual Report and Financial Statements For the period ended 1 April 2023

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Annual Report and Financial Statements For the period ended 1 April 2023

# **Company Information**

**Directors:** S Emeny

N R Smith

F J M Turner

Secretary: R L Spencer

**Registered Office:** Pier House

86-93 Strand-on-the-Green

London England W4 3NN

**Registered Number:** 03309179 (England and Wales)

Annual Report and Financial Statements For the period ended 1 April 2023

### Strategic Report

The Directors present their Strategic Report for the 53 weeks ended 1 April 2023.

#### Principal Activities and Review of the Business

The principal activity of the Company was the sub-letting of two pubs to its ultimate parent company Fuller, Smith & Turner PLC ("Fuller's). During the period one of the leases was surrendered and the net settlement amount has been recognised in separately disclosed items in the Income Statement.

During the period, total revenue was £Nil (2021: £Nil) while the profit after tax for the period was £467,212 (2022: loss was £24,929). The results are set out in the Income Statement.

The Company is a wholly owned subsidiary of RSH 200 Limited. The ultimate parent of the Company is Fuller, Smith & Turner P.L.C., and the interests of the Directors are disclosed in the financial statements of Fuller, Smith & Turner P.L.C.

The performance of the Company for the period ended 1 April 2023 was dependent on support from the ultimate parent Company, Fuller's. The Fuller's Group manages its operations on a divisional basis. For this reason, the Company's Directors believe that further key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance, or position of the business. The performance of the Fuller's Group, which includes this Company, is discussed in the Group's Annual Report, which can be obtained from the address in note 1.

No dividends were declared or paid during the current or previous period.

### Principal Risks and Uncertainties

The Company is a wholly-owned subsidiary of Fuller's. The Directors of Fuller's assess and manage all risks and uncertainties faced by its various subsidiaries on a group wide basis. The Fuller's Group principal risks and uncertainties are discussed in more detail on pages 36 to 39 of its 2023 Annual Report.

The Company does not enter any hedging arrangements.

By order of the Board

**Neil R Smith** 

Director

19 December 2023

Annual Report and Financial Statements For the period ended 1 April 2023

# **Directors' Report**

The Directors present their report and the unaudited financial statements of the Company for the period ended 1 April 2023.

#### **Directors**

The Directors who held office during the period, and up to the date of issuing the financial statements were as follows:

Mr S Emony Mr F J M Turner Mr N R Smith

# Corporate Governance

The Company is not required to comply with the UK Corporate Governance Code. However, the accounts of the ultimate parent Company include a corporate governance report in line with the principles of the UK Corporate Governance Code.

The Board maintains overall control over appropriate financial, strategic, budgetary, and organisational issues.

#### **Political Donations**

The Company made no donations for political purposes during the current or prior period.

#### **Indemnity Provision**

The Company's Articles of Association provide the Directors with indemnities in relation to their duties as Directors, including qualifying third-party indemnity provisions (within the meaning of the Companies Acts). The Company has Directors and Officers liability insurance which gives appropriate cover for any legal action brought against its Directors.

#### Statement of Directors' Responsibilities in respect of the Annual Report and the Financial Statements

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 period. 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, comprising FRS 101 'Reduced Disclosure Framework', 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 the affairs of the Company and of the profit or loss of the Company for that period.

In preparing the 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 United Kingdom Accounting Standards, comprising FRS 101, 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. The Directors 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.

Annual Report and Financial Statements For the period ended 1 April 2023

# Directors' Report (continued)

The Directors consider that the financial statements provide the information necessary to assess the Company's performance, business model and strategy and is fair, balanced and understandable.

#### **Going Concern Statement**

The Company meets its day-to-day working capital requirements through facilities available to it and the Fuller's Group. As at 1 April 2023, the Company had net assets of £15,657,031.

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis of accounting in preparing the financial statements.

By order of the Board

Rachel Spencer

Secretary

19 December 2023

Annual Report and Financial Statements For the period ended 1 April 2023

# Income Statement and Statement of Comprehensive Income

	Note	Period ended 1 April 2023 £	Period ended 26 March 2022 £
Turnover Gross Profit		<u>-</u>	
Administrative expenses before separately disclosed items Separately Disclosed items Administrative expenses	3 4	467,212 467,212	(24,229)
Operating profit/(loss) Interest Received Interest Payable Profit/(loss) on ordinary activities before taxation Taxation on loss before tax	6 6 —	467,212 15,542 (15,542) 467,212	(24,229) 44,240 (44,940) (24,929)
Profit/(loss) on ordinary activities for the financial period	,	467,212	(24,929)

Annual Report and Financial Statements For the period ended 1 April 2023

# **Statement of Financial Position**

	Note	As at	As at
		1 April 2023	26 March 2022
		£	£
Non-current assets			
Debtors: amounts falling due after one year	8	380,550	270,140
		380,550	270,140
Current assets			
Debtors: amounts falling due within one year	8	15,751,701	16,317,974
		15,751,701	16,317,974
Current liabilities			
Lease liabilities	9	(94,670)	(260,943)
	_		<u> </u>
Net current assets		15,657,031	16,057,031
Total assets less current liabilities		16,037,581	16,327,171
AL LU PARILLA			
Non-current liabilities	9	(200 550)	(1.127.250)
Lease liabilities	9	(380,550)	(1,137,352)
Net assets	_	15,657,031	15,189,819
Equity			
Share capital	10	7,050,000	7,050,000
Revaluation reserve		7,978,863	7,978,863
Retained earnings		628,168	160,956
Total shareholder's funds		15,657,031	15,189,819

For the period ending 1 April 2023 the Company was entitled to exemption from audit under Section 479a of the Companies Act 2006. No members have required the Company to obtain an audit of its accounts for the period in question in accordance with Section 476 of the Companies Act 2006.

The Directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and the preparation of accounts. The financial statements on pages 7 to 17 were approved by the Board of Directors and authorised for issue on 19 December 2023.

Signed on behalf of the Board of Directors:

Neil R Smith

Director

Company registration number: 03309179

Annual Report and Financial Statements For the period ended 1 April 2023

# Statement of Changes in Equity

	Called up share capital	Revaluation reserve	Retained earnings	Total
	£	£	£	£
At 27 March 2021 Loss and total comprehensive loss for the period	7,050,000	7,978,863 -	185,885 (24,929)	15,214,748 (24,929)
At 26 March 2022	7,050,000	7,978,863	160,956	15,189,819
Profit and total comprehensive profit for the period	-	-	467,212	467,212
At 1 April 2023	7,050,000	7,978,863	628,168	15,657,031

Retained earnings represents accumulated profits and losses arising from trading activity.

Annual Report and Financial Statements For the period ended 1 April 2023

#### Notes to the Financial Statements

#### 1. General Information

The Company holds a lease which it sublets to Fuller's.

The Company is a private limited company (registered number 03309179) and is incorporated and domiciled in the United Kingdom. The address of its registered office is Pier House, 86-93 Strand-on-the-Green, London, W4 3NN.

# 2. Significant Accounting Policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have all been consistently applied to all the years presented, unless otherwise stated.

### 2.1 Basis of Preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101 – 'The Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The Company's principal activity is of a non-trading subsidiary and there were no significant areas of judgement or estimates in the financial statement.

In preparing these financial statements the Company has taken advantage of all disclosure exemptions conferred by FRS 101. Therefore, these financial statements do not include:

- 1 A statement of cash flows and related notes
- 2 Disclosure of key management personnel compensation
- 3 Disclosures in relation to impairment of assets
- 4 Disclosures in respect of financial instruments (other than disclosures required for recording financial instruments at fair value)
- 5 Disclosures in relation to non-current assets held for sale and discontinued operations
- 6 Certain disclosures in relation to revenue from contracts with customers
- 7 Certain disclosures relating to leases
- 8 Certain disclosures in relation to accounting policies, changes in accounting estimates and errors
- 9 Certain related party disclosures

# 2.1.1 Going Concern

The Company meets its day-to-day working capital requirements through facilities available to it and the Fuller's Group. As at 1 April 2023, the Company had net assets of £15,657,031.

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis of accounting in preparing the financial statements.

Annual Report and Financial Statements For the period ended 1 April 2023

#### Notes to the Financial Statements

# 2. Significant Accounting Policies (continued)

#### 2.2 Foreign Currency Translation

Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). The financial statements are presented in "Pounds Sterling" (£), which is also the Company's functional currency.

#### 2.3 Impairment of Non-Financial Assets

Assets that are subject to depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount might not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). Prior impairments of non-financial assets (other than goodwill) are reviewed for possible reversal at each reporting date.

#### 2.4 Financial Assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss; and loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

# 2.4.1 Classification

# (a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if it is acquired principally for selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if they are expected to be settled within 12 months, otherwise, they are classified as non-current investments.

#### (b) 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 are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The Company's loans and receivables comprise trade and other receivables and amounts due from group undertakings in the statement of financial position.

#### 2.4.2 Recognition and Measurement

Financial assets at fair value through profit or loss are subsequently carried at fair value.

Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the 'fair value of the financial assets at fair value through profit or loss' category is presented in the income statement within interest income or expenses in the period in which they arise.

Annual Report and Financial Statements For the period ended 1 April 2023

#### Notes to the Financial Statements

# 2. Significant Accounting Policies (continued)

#### 2.5 Impairment of Financial Assets

The Company assesses, at the end of each reporting period, whether there is any indication that a financial asset or group of financial assets may be impaired (i.e. its carrying amount may be higher than its recoverable amount). A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment resulting from one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

#### 2.6 Debtors

Trade and other receivables represent amounts due from customers for the provision of bar, restaurant and accommodation facilities in the ordinary course of business. If collection is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Debtors are recognised initially at fair value, net of transaction costs, and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

#### 2.7 Creditors

Creditors represent obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. If settlement is expected in one year or less, they are classified as current liabilities. If not, they are presented as non-current liabilities.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

# 2.8 Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

#### 2.9 Separately Disclosed Items

Separately disclosed items are transactions that due to their nature or expected infrequency of events giving rise to them, merit separate presentation to allow shareholders to understand better the elements of financial performance in the period, so as to facilitate comparison with prior periods and better assess trends in financial performance.

#### 2.10 Interest Income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognised using the original effective interest rate.

## 2.11 Interest Expense

Interest expense is recognised using the effective interest method.

Annual Report and Financial Statements For the period ended 1 April 2023

#### Notes to the Financial Statements

### 2. Significant Accounting Policies (continued)

#### 2.12 Current and Deferred Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholder's tunds, in which case the tax is recognised in other comprehensive income or directly in shareholder's funds, respectively.

The current tax charge is calculated based on tax laws enacted or substantively enacted by the end of the reporting period in the countries where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, based on amounts expected to be paid to the tax authorities.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; or arise from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

#### 2.13 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

# a) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease term.

Where the lease is then sublet to another party the asset is reclassified as a lease receivable which is measured at the present value of lease payments.

Annual Report and Financial Statements For the period ended 1 April 2023

### Notes to the Financial Statements

## 2. Significant Accounting Policies (continued)

# 2.13 Leases (continued)

#### b) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs. The lease payment also includes the exercise price of a purchase option reasonably certain to be exercised by the Company and payment of penalties for terminating a lease, if the lease term reflects the Company exercising the option to terminate. Extensions to leases are recognised when it is reasonably certain the option is going to be exercised. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. The carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term or a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments)

## 3. Operating profit/(loss)

Operating profit/(loss) is stated after charging:

	Period ended 1 April 2023 £	Period ended 26 March 2022 £
Service Charges	<u> </u>	24,229

The main trade and assets of the Company was hived up into its ultimate parent Company, Fuller, Smith & Turner P.L.C. on 22 February 2020.

# 4. Separately Disclosed Items

The Company presents separately disclosed items on the face of the Income Statement for those material items of income and expense which, because of the nature or expected infrequency of the events giving rise to them, merit separate presentation to allow shareholders to understand better the elements of financial performance in the year.

	Period ended 1 April 2023 £	Period ended 26 March 2022 £
Amounts included in operating profit/(loss):		
Surrender of lease	467,212	•
Total separately disclosed items included in operating profit/(loss)	467,212	•

Annual Report and Financial Statements For the period ended 1 April 2023

# Notes to the Financial Statements

# 4. Separately Disclosed Items (continued)

The separately disclosed items relate to the write-off of the lease liability of £867,212 and the payment on the surrender of the lease of £400,000.

# 5. Directors and Employees

# (a) Employees

The Company had no employees at any time during the year (2022: no employees).

#### (b) Directors' emoluments

The Directors are paid by the parent Company, Fuller, Smith & Turner P.L.C., for their services to Fuller, Smith & Turner P.L.C. and did not receive any remuneration for services to the Company in the current period (2022: £Nil).

## 6. Net finance Charge

	Period ended 1 April 2023 £	Period ended 26 March 2022 £
Interest receivable and similar income Lease interest receivable Interest payable and similar expenses	15,542	44,240
Bank interest Lease interest payable	- (15,5 <b>42)</b>	(700) (44,240)
Total	-	(700)

# 7. Income Tax

The tax charge included in profit or loss:

	Period ended 1 April 2023 £	Period ended 26 March 2022 £
Current tax:  UK corporation tax on profit/(loss) for the period	<u> </u>	
Total current tax	-	-
Deferred tax: Accelerated capital allowances Short term timing differences	- - -	-
Total deferred tax	•	-
Tax on profit/(loss) on ordinary activities	_	_

The total tax charge for the period is lower than the standard rate of corporation tax in the United Kingdom for the 53 weeks ended 1 April 2023 of 19% (2022: 19%). The differences are explained as follows:

Annual Report and Financial Statements For the period ended 1 April 2023

# **Notes to the Financial Statements**

# 7. Income Tax (continued)

	Period ended 1 April 2023 £	Period ended 26 March 2022 £
Profit/(loss) on ordinary activities before tax	467,212	(24,929)
Profit/(loss) on ordinary activities multiplied by the standard rate of corporation tax in the United Kingdom of 19% (2022: 19%)	88,770	(4,737)
Other differences leading to an increase in tax charge Group relief	57,000 (145,770)	4,604 133
Total tax charge	-	-
8. Debtors		
	As at 1 April 2023 £	As at 26 March 2022 £
Amounts due from group undertakings Lease receivables Other debtors	15,657,031 475,220	16,057,031 531,083
	16,132,251	16,588,114

Amounts due from Group undertakings are unsecured and bear no interest and repayable on demand.

# 9. Leases

Amounts recognised in the balance sheet	As at 1 April 2023	As at 26 March 2022
t single-lan	£	£
Lease receivables		
Current	94,670	260,943
Non-current	380,550	270,140
	475,220	531,083
Lease liabilities		
Current	(94,670)	(260,943)
Non-current	(380,550)	(1,137,352)
	(475,220)	(1,398,295)

Set out below are the carrying amounts of lease receivables recognised and the movements during the period:

Net carrying value as at 26 March 2022	531,083
Interest receivable	15,542
Lease receipts	(71,405)
Net carrying value as at 1 April 2023	475,220

Annual Report and Financial Statements For the period ended 1 April 2023

# Notes to the Financial Statements

# 9. Leases (continued)

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	As at	As at
	1 April 2023	26 March 2022
	£	${f \pounds}$
Interest receivable	(15,542)	(44,240)
Interest expense	15,542	44,240
'	-	-
10. Share Capital		
Ordinary shares	As at 1 April 2023	As at 26 March 2022
	£	£
Allotted, called up and fully paid		
7,050,000 (2022: 7,050,000) Ordinary shares of £1 each	7,050,000	7,050,000

# 11. Related Party Transactions

As at 26 March 2022 the Company was owed £16,057,031 from Fuller, Smith & Turner P.L.C., the ultimate parent undertaking.

As at 1 April 2023 the Company was owed £15,657,031 from Fuller, Smith & Turner P.L.C., the ultimate parent undertaking.

# 12. Controlling Parties

The immediate parent undertaking is RSH 200 Limited, and the ultimate controlling party is Fuller, Smith & Turner P.L.C., a Company incorporated in England and Wales. The smallest and largest group to consolidate these financial statements is Fuller, Smith & Turner P.L.C. Copies of the Fuller, Smith & Turner P.L.C. consolidated financial statements are publicly available and can be obtained from the Company Secretary at Pier House, 86-93 Strand-on-the Green, London, W4 3NN.