

Virgin Entertainment Europe Limited

Directors' report and financial statements

Registered number 3389797

31 March 2013

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Directors' report

The directors present their report and the financial statements for the year ended 31 March 2013

Principal activities

The principal activity of the Company is that of an investment holding company

Business review

The Company has net liabilities. However, as detailed in note 1 to the financial statements the ultimate parent undertaking, Virgin Group Holdings Limited, has formally indicated that it is its present intention to provide sufficient funding to the Company to enable it to meet its liabilities as they fall due, for at least the next twelve months. The directors have no reason to believe that the parent company will not be in a position to provide this support. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Results and dividends

The loss for the year, after taxation, amounted to £19,914,000 (2012 - loss £7,554,000)

The directors do not recommend payment of a dividend for the year (2012 - £nil)

Directors

The directors who served during the year were

R P Blok (appointed 21 June 2013)

C R Stent (resigned 21 June 2013)

I P Woods

N A R Fox (appointed 21 June 2013)

Provision of information to auditor

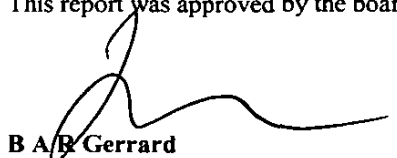
Each of the persons who are directors at the time when this Directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the Company's auditor in connection with preparing its report and to establish that the Company's auditor is aware of that information

Auditor

Pursuant to Section 487 of the Companies Act 2006 the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office

This report was approved by the board on 15 November 2013 and signed on its behalf



B A/R Gerrard
Company secretary
The Battleship Building
179 Harrow Road
London
W2 6NB

Directors' responsibilities statement
for the year ended 31 March 2013

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

- select suitable accounting policies and then apply them consistently,
- make judgments 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,
- 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.

Independent auditor's report to the members of Virgin Entertainment Europe Limited

We have audited the financial statements of Virgin Entertainment Europe Limited for the year ended 31 March 2013, set out on pages 4 to 10. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in 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.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of directors' responsibilities on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 March 2013 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



Sarah Styant (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

15 November 2013

Profit and loss account
for the year ended 31 March 2013

	<i>Note</i>	2013 £000	2012 £000
Administrative expenses		<u>(12,152)</u>	<u>(38)</u>
Operating loss	2	(12,152)	(38)
Interest payable and similar charges	4	<u>(7,762)</u>	<u>(7,556)</u>
Loss on ordinary activities before taxation		(19,914)	(7,594)
Tax on loss on ordinary activities	5	<u>-</u>	<u>40</u>
Loss for the financial year	10	<u>(19,914)</u>	<u>(7,554)</u>

All amounts relate to continuing operations

There were no recognised gains and losses for 2013 or 2012 other than those included in the profit and loss account

The notes on pages 6 to 10 form part of these financial statements

Virgin Entertainment Europe Limited
Directors' report and financial statements
31 March 2013

Registered number 3389797

Balance sheet
as at 31 March 2013

	<i>Note</i>	£000	2013 £000	2012 £000
Fixed assets				
Investments	6		-	-
Current assets				
Debtors	7	40		110
Creditors: amounts falling due within one year	8	(98,005)		(78,300)
Net current liabilities			(97,965)	(78,190)
Net liabilities			(97,965)	(78,190)
Capital and reserves				
Called up share capital	9		3	3
Other reserves	10		139	-
Profit and loss account	10		(98,107)	(78,193)
Shareholders' deficit	11		(97,965)	(78,190)

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 15 November 2013



I P Woods
Director

The notes on pages 6 to 10 form part of these financial statements

Notes to the financial statements

1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

The financial statements have been prepared on a going concern basis in view of the fact that the ultimate parent undertaking Virgin Group Holdings Limited has formally indicated that it is its present intention to provide sufficient funding to the Company, to enable it to meet its liabilities as they fall due, for at least the next twelve months

The directors have no reason to believe that the parent company will not be in a position to provide the support referred to above and, accordingly, they have prepared the financial statements on the going concern basis

As the Company is a wholly owned subsidiary of Virgin Group Holdings Limited, the Company has taken advantage of the exemption contained in Financial Reporting Standard 8 and has therefore not disclosed transactions or balances with wholly owned subsidiaries which form part of the group

The Company is exempt from the requirement to prepare group financial statements by virtue of being subject to the small companies regime of the Companies Act 2006. These financial statements present information about the Company as an individual undertaking and not about its group.

Under Financial Reporting Standard 1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds of its size

1.2 Investments

Investments in subsidiary and associated undertakings are stated at cost less provision for impairment

1.3 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse

Deferred tax assets and liabilities are not discounted

Notes to the financial statements

2. Operating loss

The operating loss is stated after charging/crediting

	2013 £000	2012 £000
Fees payable to the Company's auditor for the audit of the Company's annual accounts	-	6
Provision against amounts due from related undertakings	12,903	-
Provision released against amounts due from related undertakings	(753)	-
	<u>12,150</u>	<u>6</u>

The audit fee for the current period has been borne by another group undertaking

3. Directors' remuneration

The directors did not receive any remuneration during the year for services to the Company (2012 - £nil)

4. Interest payable and similar charges

	2013 £000	2012 £000
On loans from group undertakings	7,762	7,556
	<u>7,762</u>	<u>7,556</u>

5. Taxation

	2013 £000	2012 £000
Analysis of tax charge / (credit) in the year		
UK corporation tax charge on loss for the year	-	-
Adjustments in respect of prior periods	-	(40)
	<u>-</u>	<u>(40)</u>
Tax on loss on ordinary activities	<u>-</u>	<u>(40)</u>

Notes to the financial statements

5. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2012 - higher than) the standard rate of corporation tax in the UK of 24% (2012 - 26%) The differences are explained below

	2013 £000	2012 £000
Loss on ordinary activities before tax	(19,914)	(7,594)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 24% (2012 - 26%)	(4,779)	(1,974)
Effects of:		
Expenses not deductible for tax purposes	4,959	1,960
UK tax losses not utilised or not recognised	-	10
Adjustments to tax charge in respect of prior periods	-	(40)
Other timing differences	-	4
Non-taxable income	(180)	-
Current tax charge/(credit) for the year	-	(40)

Factors that may affect future tax charges

Details of the Company's total recognised and unrecognised deferred tax assets at the year end (and prior year end) are shown in the table in the balance sheet note below

A deferred tax asset is regarded 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 from which the future reversal of the underlying timing difference can be deducted

A reduction in the rate from 24% to 23% (effective from 1 April 2013) was substantively enacted on 3 July 2012. A rate of 23% has been used within the deferred tax calculations within these financial statements

Further reductions to the main rate are proposed to reduce the rate to 21% from 1 April 2014 and to 20% by 1 April 2015. Neither of these expected rate reductions had been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements

	2013 Recognised £000	2013 Unrecognised £000	2012 Recognised £000	2012 Unrecognised £000
Other timing differences	-	-	-	(706)
UK tax losses	-	(293)	-	(305)
Total	-	(293)	-	(1,011)

Notes to the financial statements

6. Fixed asset investments

The Company's investment was fully provided for at the beginning and at the end of the year

The companies in which the Company's interest at 31 March 2013 is more than 20% are as follows

	Country of registration	Principal activity	Holding	Class of shares
<i>Subsidiary undertakings</i>				
Virgin Retail Europe Limited	England & Wales	Investment holding company	99.96%	Ordinary £1 shares

7. Debtors

	2013 £000	2012 £000
Amounts owed by group undertakings	40	110

8. Creditors: Amounts falling due within one year

	2013 £000	2012 £000
Amounts owed to group undertakings	98,005	78,294
Accruals and deferred income	-	6
	98,005	78,300

9. Share capital

	2013 £000	2012 £000
Allotted, called up and fully paid		
16,470,652 A ordinary shares of £0.0001 each	2	2
8,235,326 B ordinary shares of £0.0001 each	1	1
	3	3

The rights attached to each class of share are as follows

The profits of the Company available for distribution in any financial period and resolved to be distributed, and surplus assets of the Company available for distribution or liquidation or otherwise, are to be distributed 0.001% to the holders of A Ordinary Shares and 99.999% to the holders of B Ordinary Shares rateably in proportion to the amount paid up or credited as paid on that class of share

The holders of the B Ordinary Shares have no right to receive notice or to attend or vote at any general meeting of the Company

Notes to the financial statements

10. Reserves

	<i>Other reserves</i> £000	<i>Profit and loss account</i> £000
At 1 April 2012		(78,193)
Loss for the year		(19,914)
Debt Waiver	139	
At 31 March 2013	<u>139</u>	<u>(98,107)</u>

11. Reconciliation of movement in shareholders' deficit

	2013 £000	2012 £000
Opening shareholders' deficit	(78,190)	(70,636)
Loss for the year	(19,914)	(7,554)
Debt Waiver	139	-
Closing shareholders' deficit	<u>(97,965)</u>	<u>(78,190)</u>

12. Related party transactions

As at 31 March 2013 the Company's ultimate parent company was Virgin Group Holdings Limited, whose principal shareholders are Sir Richard Branson and certain trusts, none of which individually has a controlling interest in Virgin Group Holdings Limited. The principal beneficiaries of those trusts are Sir Richard Branson and/or his immediate family. The shareholders of Virgin Group Holdings Limited have interests directly or indirectly in certain other companies which are considered to give rise to related party disclosures under Financial Reporting Standard 8 'Related party disclosures'.

As a 100% owned subsidiary of Virgin Group Holdings Limited, the Company has taken advantage of the exemption under Financial Reporting Standard 8 'Related Party Disclosures', which enables it to exclude disclosure of transactions with Virgin Group Holdings Limited and its wholly owned subsidiaries.

13. Ultimate parent undertaking and controlling party

At 31 March 2013 the Company's ultimate parent undertaking is Virgin Group Holdings Limited, a company incorporated in the British Virgin Islands.