Registration number: 03799350

Oliver Bonas Limited

Group Strategic Report, Report of the Directors and

Consolidated Financial Statements

for the Year Ended 31 December 2017

Franklin, Chartered Accountants 320 Garratt Lane London SW18 4EJ



Contents of the Consolidated Financial Statements for the Year Ended 31 December 2017

Company Information	1
Group Strategic Report	2 to 3
Directors' Report	. 4
Statement of Directors' Responsibilities	5
Independent Auditor's Report	6 to 8
Consolidated Profit and Loss Account	. 9
Consolidated Statement of Comprehensive Income	10
Consolidated Balance Sheet	11
Company Balance Sheet	12
Consolidated Statement of Changes in Equity	13
Company Statements of Changes in Equity	14
Consolidated Statement of Cash Flows	15
Notes to the Financial Statements	16 to 30
Consolidated Profit and Loss Account	31 to 33

Company Information

Directors

Mr Oliver J M Tress Mr Timothy Hollidge

Company secretary

Mr Timothy Hollidge

Registered office

Unit F
Davis Road Industrial Park
Chessington
Surrey
KT9 1TQ

Senior Auditor

Andrew Franklin

Auditors

Franklin, Chartered Accountants 320 Garratt Lane London SW18 4EJ

Group Strategic Report for the Year Ended 31 December 2017

The directors present their strategic report for the year ended 31 December 2017.

Principal activity

Oliver Bonas is design led British lifestyle retailer specialising in a broad range of product categories including fashion, homewares, furniture and gifts. The company operates 72 stores in the UK together with a transactional website.

Fair review of the business

2017 was a busy year for Oliver Bonas. In terms of property, the company opened 11 new stores, relocated 6 and closed 2. Both closures were a result of leases ending. In addition, the company opened further warehousing and office space. This quadrupled the website fulfilment area as well as increasing general warehousing. The company expects to gain efficiencies from this more optimised environment.

Of the 11 new stores, 10 were outside London. These 10 stores included our first store in Wales, a second store opening in Northern Ireland and 2 further stores in Scotland.

Like for like sales rose 11.6%. This a 4th consecutive year of double digit like for like growth. However, the two halves of the year contrasted dramatically with rapid growth in the first half followed by much slower growth in the second.

E-commerce continues to receive major investment with dedicated websites opening in Ireland and United States. Both websites recorded tremendous growth, albeit from a low base. In addition, the project to replatform from Magento 1 to Magento 2 began, with the launch confirmed in 2018.

The company continued its heavy investment in the in-house design, buying and merchandising teams in the London based OB Studio. Most of these teams are now fully resourced and further recruitment and investment will at a slower pace. Own design product now constitutes 86% of sales.

The company's gross margin was adversely affected by the poor dollar sterling rate, although offset slightly through some forward contracts.

Turnover grew by 22% with EBITDA rising by 7.6%. Whilst this was somewhat disappointing, 2017 was a year of significant internal investment that should bear fruit over time.

In terms of charitable work, we started our 2 year charity partnership with the Eve Appeal. We raised over £62k throughout the year through various fundraising activities, product sales and donations from carrier bag sales. In addition, we supported over 650 local schools and charities through gift card donations for their fundraising events. We continued to invest in our commitment to Ethical Trade and became Foundation Members of the Ethical Trade Initiative. We worked closely with our suppliers to improve standards.

Group Strategic Report for the Year Ended 31 December 2017

Principal risks and uncertainties

The principal risks to the company are product risk and economic risk.

As a design led company, Oliver Bonas invests a lot of time in developing and innovating new products from sketch to final finished product. Each product goes through many iterations before it is signed off ready for retail. Although there are many checks in the product journey, we can't always be certain of their success. However, many hundreds of products are designed every year and therefore the occasional product failure should be mitigated by all the other successes.

As a UK based company, Oliver Bonas is affected by the health of the UK economy and in particular consumer spending. Commentators are now suggesting that the trend rate for UK GDP is now lower than previously thought, this will impact consumer spending. However, the medium-term intention is to reduce the reliance on the UK by growing overseas revenue through overseas websites, overseas stores and marketplaces.

Analysis using key performance indicators

Turnover grew by 22%

EBITDA grew by 7.6%

The company continues to target Return on Investment for any project or store opening.

EBITDA margin fell which was disappointing. This was due to the sterling exchange rate and continued investment in various departments.

Future developments

Looking forward, the company has many plans to build on its success to date. This includes intentions to enhance the customer experience in store and online, improve the product range, grow the customer base and further enrich team member welfare.

In the short term, this will be through further store openings in the UK, overseas websites, continued commitment to Ethical Trade Institute and optimising team set-ups in stores and at the Support Office.

Approved by the Board on 17 September 2018 and signed on its behalf by:

Mr Timothy Hollidge

Company secretary and director

Directors' Report for the Year Ended 31 December 2017

The directors present their report and the financial statements for the year ended 31 December 2017.

Directors of the company

The directors who held office during the year were as follows:

Mr Oliver J M Tress

Mr Timothy Hollidge - Company secretary and director

Employment of disabled persons

At Oliver Bonas, we pride ourselves on being an equal opportunities employer, who celebrate individualism and promote diversity. We are committed to a policy of equal treatment for everyone.

Employee involvement

Employees are involved and informed about all aspects of the business, through monthly meetings, regular area meetings, the Intranet, a quarterly newsletter, "The Tolly" and a monthly HR missive, "The Bugle". Regular team surveys are conducted to listen to team members on the ground in store and the company conducts an "open door" policy.

Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Approved by the Board on 17 September 2018 and signed on its behalf by:

Mr Timothy Hollidge

Company secretary and director

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities 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 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 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.

Independent Auditor's Report to the Members of Oliver Bonas Limited

Opinion

We have audited the group and parent financial statements of Oliver Bonas Limited (the 'company') and its subsidiary for the year ended 31 December 2017, which comprise the Consolidated Profit and Loss Account, Consolidated Statement of Comprehensive Income, Consolidated Balance Sheet, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows, and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (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.

In our opinion the consolidated financial statements:

- give a true and fair view of the state of the group and company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

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

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Independent Auditor's Report to the Members of Oliver Bonas Limited

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

We have nothing to report in this regard.

Opinion on other matter prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the group and parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the Group Strategic Report and the Directors' Report.

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

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities [set out on page 5], the directors are responsible for the preparation of the consolidated financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

Independent Auditor's Report to the Members of Oliver Bonas Limited

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due
 to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence
 that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material
 misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion,
 forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that
 are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness
 of the group and company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group and company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business
 activities within the group and company to express an opinion on the consolidated financial statements. We
 are responsible for the direction, supervision and performance of the group and company audit. We remain
 solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Andrew Franklin (Senior Statutory Auditor)

For and on behalf of Franklin, Chartered Accountants, Statutory Auditor

320 Garratt Lane London SW18 4EJ

Date: September 2018

Consolidated Profit and Loss Account for the Year Ended 31 December 2017

	Note	2017 £	2016 £
Turnover	3	61,101,375	50,098,655
Cost of sales		(25,559,045)	(19,749,841)
Gross profit		35,542,330	30,348,814
Administrative expenses		(31,194,645)	(25,972.804)
Operating profit	4	4,347,685	4,376,010
Gain on disposal of fixed assets		198,884	-
Other interest receivable and similar income	5	-	4,983
Amounts written off investments		-	-
Interest payable and similar expenses	6	(368,165)	(311,583)
	_	(169,281)	(306,600)
Profit before tax		4,178,404	4,069,410
Taxation	10	(717,449)	(936,329)
Profit for the financial year		3,460,955	3,133,080

The above results were derived from continuing operations.

The notes on pages 16 to 30 form an integral part of these financial statements.

Consolidated Statement of Comprehensive Income for the Year Ended 31 December 2017

	2017 £	2016 £
Profit for the year	3,460,955	3,133,080
Unrealised gain/(loss) on cash flow hedges	(37,720)	
Total comprehensive income for the year	3,423,235	3,133,080

(Registration number: 03799350) Consolidated Balance Sheet as at 31 December 2017

	Note	2017 £	2016 £
Fixed assets			
Intangible assets	· · · 11· · ·	368,571	215,232
Tangible assets	12	13,261,713	9,324,473
Investments	14	-	
	_	13,630,284	9,539,705
Current assets			
Stocks	15	8,052,832	6,581,340
Debtors	16	1,163,845	1,414,934
Cash at bank and in hand		450,634	3,082,845
		9,667,311	11,079,119
Creditors: Amounts falling due within one year	18 _	(14,337,273)	(10,969,476)
Net current (liabilities)/assets	_	(4,669,962)	109,643
Total assets less current liabilities		8,960,322	9,649,348
Creditors: Amounts falling due after more than one year	18	(2,301,160)	(3,042,692)
Provisions for liabilities	19 _	(461,114)	(562,203)
Net assets	_	6,198,048	6,044,453
Capital and reserves			
Called up share capital	21	1,000	1,000
Share premium reserve		199,000	199,000
Profit and loss account	_	5,998,048	5,844,453
Total equity	_	6,198,048	6,044,453

Approved and authorised by the Board on 17 September 2018 and signed on its behalf by:

Mr Timothy Hollidge

Company secretary and director

(Registration number: 03799350) Balance Sheet as at 31 December 2017

	Note .	2017 £	2016 £
Fixed assets			
Intangible assets.	11	368,571	215,232
Tangible assets	12	13,261,713	9,324,472
Investments	14	-	1
	_	13,630,284	9,539,705
Current assets			
Stocks	15	8,052,832	6,581,340
Debtors	16	1,163,845	1,516,944
Cash at bank and in hand		450,634	3,082,845
		9,667,311	11,181,129
Creditors: Amounts falling due within one year	18	(14,337,273)	(10,969,476)
Net current (liabilities)/assets		(4,669,962)	211,653
Total assets less current liabilities		8,960,322	9,751,358
Creditors: Amounts falling due after more than one year	18	(2,301,160)	(3,042,692)
Provisions for liabilities	19	(461,114)	(562,203)
Net assets	_	6,198,048	6,146,463
Capital and reserves			
Called up share capital	21	1,000	1,000
Share premium reserve		199,000	199,000
Profit and loss account		5,998,048	5,946,463
Total equity		6,198,048	6,146,463

Approved and authorised by the Board on 17 September 2018 and signed on its behalf by:

Mr Timothy Hollidge Company secretary and director

The notes on pages 16 to 30 form an integral part of these financial statements.

Consolidated Statement of Changes in Equity for the Year Ended 31 December 2017

			Profit and loss	
	Share capital	Share premium	account	Total
	£	£	£	£
At 1 January 2017	1,000	199,000	5,844,453	6,044,453
Profit for the year	-	-	3,460,955,	3,460,955
Other comprehensive income			(37,720)	(37,720)
Total comprehensive income	-	-	3,423,235	3,423,235
Proposed Final dividends	-	-	(1,200,000)	(1,200,000)
Interim dividends	-	<u> </u>	(2,069,640)	(2,069,640)
At 31 December 2017	1,000	199,000	5,998,048	6,198,048
			Profit and loss	
	Share capital	Share premium	account	Total
	£	£	£	£
At 1 January 2016	1,000	199,000	4,205,371	4,405,371
Profit for the year			3,133,080	3,133,080
Total comprehensive income	-	-	3,133,080	3,133,080
Interim dividends			(1,493,998)	(1,493,998)
At 31 December 2016	1,000	199,000	5,844,453	6,044,453

The notes on pages 16 to 30 form an integral part of these financial statements.

Statement of Changes in Equity for the Year Ended 31 December 2017

	Shara conital	Shara promium	Profit and loss	Total
	Share capital £	Share premium £	account £	£
At 1 January 2017	1,000	199,000	5,946,463	6,146,463
Profit for the year	-	-	3,358,945	3,358,945
Other comprehensive income			(37,720)	(37,720)
Total comprehensive income	-	-	3,321,225	3,321,225
Proposed final dividends	-	-	(1,200,000)	(1,200,000)
Interim dividends		-	(2,069,640)	(2,069,640)
At 31 December 2017	1,000	199,000	. 5,998,048	6,198,048
			Profit and loss	
	Share capital	Share premium	account	Total
	, £	£	£	£
At 1 January 2016	1,000	199,000	4,253,795	4,453,795
Profit for the year		-	3,186,666	3,186,666
Total comprehensive income	-	-	3,186,666	3,186,666
Interim dividends			(1,493,998)	(1,493,998)
At 31 December 2016	1,000	199,000	5,946,463	6,146,463

Consolidated Statement of Cash Flows for the Year Ended 31 December 2017

Cash flows from operating activities	Note	2017 £	2016 £
Profit for the year		3,460,955	3,133,080
Adjustments to cash flows from non-cash items	e eu la sere de eu e		i i
Depreciation and amortisation	4 .	1,824,554	1,401,621
Profit on disposal of tangible assets		(198,884)	(69,519)
Finance income	5	-	(4,983)
Finance costs	6	368,165	311,583
Income tax expense	10	717,449	936,329
		6,172,239	5,708,111
Working capital adjustments			
Increase in stocks	15	(1,471,492)	(2,586,206)
Decrease in debtors	16	251,089	194,934
Increase in creditors	18	281,981	3,009,474
Decrease in provisions		(1,237,720)	
Cash generated from operations		3,996,097	6,326,313
Income taxes paid	10	(1,030,524)	(1,013,295)
Net cash flow from operating activities		2,965,573	5,313,018
Cash flows from investing activities			
Interest received	5	-	4,983
Acquisitions of tangible assets		(5,908,123)	(3,079,590)
Proceeds from sale of tangible assets		542,448	121,674
Acquisition of intangible assets	11	(351,703)	-
Proceeds from sale of intangible assets		1,127	<u> </u>
Net cash flows from investing activities		(5,716,251)	(2,952,933)
Cash flows from financing activities			
Interest paid	6	(368,165)	(311,583)
Repayment of bank borrowing		(1,547,536)	1,114,952
Repayment of other borrowing		212,953	(5,615)
Payments to finance lease creditors		(525,084)	-
Dividends paid	23	(2,069,640)	(1,493,998)
Net cash flows from financing activities		(4,297,472)	(696,244)
Net (decrease)/increase in cash and cash equivalents		(7,048,150)	1,663,841
Cash and cash equivalents at 1 January		3,082,845	1,419,004
Cash and cash equivalents at 31 December		(3,965,305)	3,082,845

The notes on pages 16 to 30 form an integral part of these financial statements.

Notes to the Financial Statements for the Year Ended 31 December 2017

1 General information

The company is a private company limited by share capital, incorporated in England & Wales.

The address of its registered office is:

Unit F
Davis Road Industrial Park
Chessington
Surrey
KT9 1TQ

These financial statements were authorised for issue by the Board on 17 September 2018.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

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

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

The functional currency of the company is considered to be Sterling and the currency of the primary economic environment in which the company operates.

Going concern

The financial statements have been prepared on a going concern basis.

Basis of consolidation

The group financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31 December each year. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

The consolidated financial statements have been prepared in compliance with FRS 102 – The Financial Report Standard applicable in the UK and Republic of Ireland and the Companies Act 2006.

Judgements

In the application of the company's accounting policies management is required to make judgements, estimates, and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision, and future periods if the revision affects both current and future periods.

Notes to the Financial Statements for the Year Ended 31 December 2017

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts.

Foreign currency transactions and balances

The financial statements are presented in Sterling, which is also the functional currency of the company. Transactions in currencies other than the functional currency of the company are recorded at the rate of exchange on the date the transaction accrued. Monetary items denominated in other currencies are translated at the rate prevailing at the end of the reporting period. All differences are taken to profit and loss. Non-monetary items that are measured at historic cost in a foreign currency are not retranslated.

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred tax is recognised in respect of all timing differences between taxable profits and profits reported in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference.

Tangible assets

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class

Short leasehold Plant and machinery Fixtures and fittings Motor vehicles

Depreciation method and rate

10% straight line basis10% straight line basis10% reducing balance basis25% straight line basis

Notes to the Financial Statements for the Year Ended 31 December 2017

Business combinations

Business combinations are accounted for using the purchase method. The consideration for each acquisition is measured at the aggregate of the fair values at acquisition date of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control of the acquired, plus any costs directly attributable to the business combination. When a business combination agreement provides for an adjustment to the cost of the combination contingent on future events, the group includes the estimated amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured reliably.

Intangible assets

Intangible assets are initially measured at cost. After initial recognition intangible assets are measured at cost less any accumulated amortisation and any impairment losses.

Amortisation

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their useful life as follows:

Asset class

Computer software

Amortisation method and rate

25% straight line basis.

Investments

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value. Overdrafts are shown in the balance sheet under creditors.

Trade debtors

Trade debtors are amounts due from customers for merchandise sold in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Stocks

Stocks are stated at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

Notes to the Financial Statements for the Year Ended 31 December 2017

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Profit and Loss Account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Provisions

Provisions are recognised when the company has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease. Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee.

Assets held under finance leases are recognised at the lower of their fair value at inception of the lease and the present value of the minimum lease payments. These assets are depreciated on a straight-line basis over the shorter of the useful life of the asset and the lease term. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation.

Lease payments are apportioned between finance costs in the Profit and Loss Account and reduction of the lease obligation so as to achieve a constant periodic rate of interest on the remaining balance of the liability.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Dividends

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

Defined contribution pension obligation

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit and loss in the period to which they relate.

Derivatives

The company uses forward foreign currency contracts to reduce exposure to foreign exchange rates. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in fair value of derivatives are recognised in profit and loss finance costs or income as appropriate.

Notes to the Financial Statements for the Year Ended 31 December 2017

Related parties

For the purpose of these financial statements, a party is considered to be related to the company if:

- (1) the party has the ability, directly or indirectly, through one or more intermediaries, to control the company or exercise significant influence over the company in making financial and operating policy decisions, or has joint control over the company;
- (2) the company and the party are subject to common control;
- (3) the party is an associate of the company or a joint venture in which the company is a venturer;
- (4) the party is a member of key management personnel of the company or the company's parents, or a close family member of such an individual, or is an entity under control, joint control or significant influence of such individuals;
- (5) the party is a close family member of a party referred to in, or is an entity under the control, joint control or significant influence or such individuals; or
- (6) the party is a post-employment benefit plan which is for the benefit of employees of the company or of any entity that is a related party of the company.
- (7) the party, or any member of a group of which it is part, provides key management personnel services to the company or its parent.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that in their dealings with the entity.

3 Revenue

The analysis of the company's revenue for the year from continuing operations is as follows:

	2017 £	2016 £
Sale of goods	61,101,375	50,098,655
4 Operating profit		
Arrived at after charging/(crediting)		
	2017 £	2016 £
Depreciation expense	1,627,318	1,292,311
Amortisation expense	197,236	109,310
Foreign exchange losses	616	1,898
Operating lease expense - plant and machinery	27,145	8,527
5 Other interest receivable and similar income		
	2017	2016
	£	£
Other finance income	-	4,983

Notes to the Financial Statements for the Year Ended 31 December 2017

6 Interest payable and similar expenses

•	2017	2016
	£	£
Interest on bank overdrafts and borrowings	131,996	104,633
Interest on obligations under finance leases and hire purchase contracts	236,169	206,950
	368,165	311,583

7 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

	2017	2016
	£	£
Wages and salaries	14,249,540	12,350,305
Social security costs	1,125,426	875,929
Pension costs, defined contribution scheme	111,012	88,804
Other employee expense	178,391	154,546
	15,664,369	13,469,584

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows:

	2017	2016
	No.	No.
Administration and support	131	111
Sales	379	580
Distribution	89	78
	599	769

8 Directors' remuneration

The directors' remuneration for the year was as follows:

	2017	2016
	- £	£
Remuneration	35,259	24,000
Contributions paid to money purchase schemes	352	240
	35,611	24,240

Notes to the Financial Statements for the Year Ended 31 December 2017

9 Auditors' remuneration

·	2017 £	2016 £
Audit of the financial statements	43,000	36,000
	2017 £	2016 £
Estimated money value of benefits in kind for audit services	43,000	36,000.
Estimated money value of benefits in kind for non-audit services	4,488	12,414
	54,488	48,414

Fees payable to the company's auditors and their associates for the audit of the company's financial statements.

Fees payable to the company's auditors and their associates for the non audit services: preparation of statutory financial statements, taxation compliance and internal audit of turnover.

10 Taxation

Tax charged/(credited) in the income statement

	2017 £	2016 £
Current taxation		
UK corporation tax	818,538	827,652
Deferred taxation		
Arising from changes in tax rates and laws	(101,089)	108,677
Tax expense in the income statement	717,449	936,329

The tax on profit before tax for the year is the same as the standard rate of corporation tax in the UK (2016 - the same as the standard rate of corporation tax in the UK) of 19.25% (2016 - 20%).

The differences are reconciled below:

Notes to the Financial Statements for the Year Ended 31 December 2017

	2017 £	2016 £
Profit before tax	4,178,404	4,069,410
Corporation tax at standard rate	804,342	813,882
Effect of expense not deductible in determining taxable profit (tax loss)	(43,840)	(77,735)
UK deferred tax expense (credit) relating to changes in tax rates or laws	(101,089)	108,678
Tax increase (decrease) from effect of capital allowances and depreciation	56,538	91,504
Tax increase (decrease) from other short-term timing differences	1,498	, -
Total tax charge	717,449	936,329
Deferred tax		
Deferred tax assets and liabilities		
2017 Timing difference		Asset £ 101,089
2016 Timing difference		Liability £ 108,678

Notes to the Financial Statements for the Year Ended 31 December 2017

11 Intangible assets – Group and Company

	Computer Software £	Total £
Cost or valuation		
At 1 January 2017	437,244	437,244
Additions acquired separately	351,703	351,703
Disposals	(1,757)	(1,757)
At 31 December 2017	787,190	787,190
Amortisation		
At 1 January 2017	222,012	222,012
Amortisation charge	197,237	197,237
Amortisation eliminated on disposals	(630)	(630)
At 31 December 2017	418,619	418,619
Carrying amount		
At 31 December 2017	368,571	368,571
At 31 December 2016	215,232	215,232

12 Tangible assets – Group and Company

	Short Leasehold	Plant & Machinery	Fixtures and fittings	Motor vehicles	Total
	£	£	£	£	£
Cost or valuation					
At 1 January 2017	4,777,162	1,768,925	8,077,179	244,618	14,867,884
Additions	2,256,789	1,385,381	2,234,259	31,694	5,908,123
Disposals	(352,243)	(5,989)	(619,256)	-	(977,488)
At 31 December 2017	6,681,708	3,148,317	9,692,182	276,312	19,798,519
Depreciation					
At 1 January 2017	1,928,860	385,310	3,064,729	164,513	5,543,412
Charge for the year	599,050	244,510	739,941	43,817	1,627,318
Eliminated on disposal	(254,973)	(2,396)	(376,555))	(633,924)
At 31 December 2017	2,272,937	627,424	3,428,115	208,330	6,536,806
Carrying amount					
At 31 December 2017	4,408,771	2,520,893	6,264,067	67,982	13,261,713
At 31 December 2016	2,848,301	1,383,614	5,012,451	80,106	9,324,472

Notes to the Financial Statements for the Year Ended 31 December 2017

13 HP Tangible assets – Group and Company

Fixed assets, included in the above, which are held under hire purchase contracts are as follows:

	Short Leasehold £	Plant & Machinery £	Fixtures and fittings £	Mótör véhicles £	Total £
Cost or valuation					
At 1 January 2017	987,519	996,880	1,987,676	134,410	4,106,485
Additions	-	-	-	31,694	31,694
Transfer to/from	257,648	168,349	(801,710)	-	(375,713)
At 31 December 2017	1,245,167	1,165,229	1,185,966	166,104	3,762,466
Depreciation					
At 1 January 2017	137,025	138,758	633,687	55,035	964,505
Charge for the year	156,787	119,291	150,669	43,087	469,834
Transfers to/from	(32,805)	16,770	(552,972)		(569,007)
At 31 December 2017	261,007	274,819	231,384	98,122	865,332
Carrying amount					
At 31 December 2017	984,160	. 890,410	954,582	67,982	2,897,134
At 31 December 2016	850,494	858,122	1,353,989	79,375	3,141,980
14 Investments in subsidiaries, jo	oint ventures and	d associates			
14 Investments in subsidiaries, jo	oint ventures and	d associates	2	2017	2016
14 Investments in subsidiaries, jo	oint ventures and	d associates	2	2017 £	2016 £
14 Investments in subsidiaries, jo		d associates			
Investments in subsidiaries - Com		dassociates			£ 1
Investments in subsidiaries - Comp		dassociates			£
Investments in subsidiaries - Comp Subsidiaries Cost or valuation		dassociates			£ 1
Investments in subsidiaries - Comp		d associates			£ 1
Investments in subsidiaries - Comp Subsidiaries Cost or valuation Provision		dassociates			£ 1
Investments in subsidiaries - Comp Subsidiaries Cost or valuation Provision Carrying amount		dassociates			£ 1
Investments in subsidiaries - Comp Subsidiaries Cost or valuation Provision Carrying amount At 31 December 2017		dassociates			£ 1
Investments in subsidiaries - Comp Subsidiaries Cost or valuation Provision Carrying amount At 31 December 2017		dassociates			£ 1
Investments in subsidiaries - Comp Subsidiaries Cost or valuation Provision Carrying amount At 31 December 2017 At 31 December 2016		dassociates		£	£ 1 £
Investments in subsidiaries - Comp Subsidiaries Cost or valuation Provision Carrying amount At 31 December 2017 At 31 December 2016		dassociates			£ 1

Notes to the Financial Statements for the Year Ended 31 December 2017

16 Debtors

		Group		Company	
		2017	2016	2017	2016
	Note	£	<u>£</u>	. £	. £ .
Trade debtors		87,112	3,636	87,112	3,636
Amounts owed by related parties	24		-	-	110,547
Other debtors		154,155	166,324	154,155	166,324
Prepayments		922,578	1,244,974	922,578	1,236,437
Total current trade and other debtors		1,163,845	1,414,934	1,163,845	1,516,944

17 Cash and cash equivalents – Group and Company

	2017	2016
	£	£
Cash on hand	249,736	231,587
Cash at bank	200,898	2,851,258
	450,634	3,082,845
Bank overdrafts	(4,415,939)	<u>-</u>
Cash and cash equivalents in statement of cash flows	(3,965,305)	3,082,845

18 Creditors – Group and Company

18 Cieditors - Group and Company			
		2017	2016
	Note	£	£
Due within one year	*		
Loans and borrowings	22	5,565,722	1,470,112
Trade creditors		2,453,837	5,154,069
Amounts due to related parties	24	214,059	1,110
Social security and other taxes		1,819,537	1,970,992
Other payables		4,284,118	2,373,193
	_	14,337,273	10,969,476
Due after one year			
Loans and borrowings	22	914,067	2,666,356
Other non-current financial liabilities		1,387,093	376,336
		2,301,160	3,042,692

Notes to the Financial Statements for the Year Ended 31 December 2017

19 Deferred tax and other provisions - Group and Company -

·	Deferred tax	Total
	£	£
At 1 January 2017	562,203	562,203
Increase (decrease) in existing provisions	(101,089)	(101,089)
At 31 December 2017	461,114	461,114

20 Pension and other schemes

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £111,012 (2016 - £88,804).

21 Share capital

Allotted, called up and fully paid shares

	2017		2016	•
	No.	£	No.	£
Ordinary A of £1 each	749	749	749	749
Ordinary B of £1 each	251	251	251	251
	1,000	1,000	1,000	1,000

22 Loans and borrowings - Group and Company

	2017	2016
	£	£
Non-current loans and borrowings – Group and Company		
Bank borrowings	-	1,154,447
Finance lease liabilities	914,067	1,511,908
Other borrowings		1
	914,067	2,666,356

Notes to the Financial Statements for the Year Ended 31 December 2017

	2017	2016
	£	£
Current loans and borrowings – Group and Company		
Bank borrowings	-	393,089
Bank overdrafts	4,415,939	-
Finance lease liabilities	1,149,783	1,077,023
	5,565,722	1,470,112

Bank borrowings

Overdraft facility is denominated in Sterling with a nominal interest rate of 2.250% above the Bank of England Rate. The carrying amount at year end is £4,415,939 (2016 - £Nil).

A Debenture in form and substance satisfactory to Barclays Bank Plc. As well as Guarantees for £1,200,000 and £800,000 from Mr O J M Tress and Mr T Hollidge respectively in form and substance satisfactory to the bank. The company shall not create a mortgage or any fixed or floating charge or other security without Barclays Bank Plc prior written consent.

All amounts owing under the facility agreement are repayable upon written demand by Barclays Bank Plc.

23 Dividends

Final dividends proposed

	2017 £	2016 £
Final dividend of £831.02 (2016 - £Nil) per each Ordinary A	622,438	-
Final dividend of £2,301.04 (2016 - £Nil) per each Ordinary B	577,562	
	1,200,000	
Interim dividends paid		
	2017 £	2016 £
Interim dividend of £1,433.27 (2016 - £1,034.63) per each Ordinary A	1,073,518	774,934
Interim dividend of £3,968.61 (2016 - £2,864.80) per each Ordinary B	996,122	719,064
· -	2,069,640	1,493,998

Notes to the Financial Statements for the Year Ended 31 December 2017

24 Related party transactions

Transactions with directors

2017 Mr Oliver J M Tress	At 1 January 2017 £	Repayments by director £	At 31 December 2017 £
Director current account	3,794	(212,949)	(209,155)
Mr Timothy Hollidge			
Director current account	(4,905)	-	(4,905)
	At 1 January 2016	directors	At 31 December 2016
2016 Mr Oliver J M Tress	£	£	£
Director current account	91	3,703	3,794
Mr Timothy Hollidge			
Director current account	(6,817)	1,912	(4,905)
Dividends paid to directors			
		2017 £	2016 £
Mr Oliver J M Tress			
Ordinary A Interim dividend		1,034,820	746,999
Mr Timothy Hollidge			
Ordinary A Interim dividend		38,698	27,935
Ordinary B Interim dividend		996,122	719,064
		1,034,820	746,999

Other transactions with directors

A proposed final dividend of £622,438 and £577,562 for Mr O J M Tress and Mr T Hollidge respectively was approved by the directors on the 17 September 2018.

Notes to the Financial Statements for the Year Ended 31 December 2017

Summary of transactions with subsidiaries

Oliver Bonas (Property) Limited

During the year Oliver Bonas Limited paid the running costs of its wholly owned subsidiary Oliver Bonas (Property) Limited. The subsidiary was incorporated to hold a shorthold lease of a branch based in Brighton. With the shorthold lease due to expire on the 27 February 2018, the directors of Oliver Bonas Limited held a meeting on the 31 October 2017, to discuss the future of Oliver Bonas (Property) Limited, It was unanimously agreed to transfer the entire beneficial interest in the lease of this property to Oliver Bonas Limited with immediate effect. As at the date of this meeting the inter company loan was deemed irrecoverable and written off

Summary of transactions with other related parties

Gina Coladangelo

During the year Mrs G Tress (nee Coladangelo) the wife of Mr O J M Tress received £15,750 (£47,700) for the provision of PR consultancy. During the year Mrs Tress became an employee of the company.

Loans to related parties

2017	Subsidiary
2017	£
At start of period	110,548
Advanced	37,000
Impairment	(147,548)
At end of period	
	Subsidiary
2016	£
At start of period	65,256
Advanced	45,292
At end of period	110,548

Detailed Profit and Loss Account for the Year Ended 31 December 2017

	2017 £	2016 £
Turnover (analysed below)	61,101,375	50,098,655
Cost of sales (analysed below)	(25,559,045)	(19,749,841)
Gross profit	35,542,330	30,348,814
Gross profit (%)	58.17%	60.58%
Administrative expenses		
Employment costs (analysed below)	(15,664,369)	(13,469,584)
Establishment costs (analysed below)	(10,976,566)	(8,919,411)
General administrative expenses (analysed below)	(2,257,632)	(1,813,377)
Finance charges (analysed below)	(471,524)	(384,745)
Depreciation costs (analysed below)	(1,824,554)	(1,401,621)
Y	(31,194,645)	(25,988,738)
Operating profit	4,347,685	4,360,076
Gain on financial assets at fair value through profit and loss account		
(analysed below)	198,884	69,519
Other interest receivable and similar income (analysed below)	-	4,983
Interest payable and similar charges (analysed below)	(368,165)	(311,583)
	(169,281)	(237,081)
Profit before tax	4,178,404	4,122,995

This page does not form part of the statutory financial statements.

Detailed Profit and Loss Account for the Year Ended 31 December 2017

	2017 £	2016 £
Turnover		
Sale of goods, UK	61,101,375	50,098,655
Cost of sales		
Opening merchandise	(6,581,341)	(3,995,134)
Purchases	(27,519,706)	(22,336,047)
Closing merchandise	8,542,002	6,581,340
	(25,559,045)	(19,749,841)
Farada umant ante	(,,	
Employment costs	(4.4.24.4.204)	(42.226.205)
"Wages and salaries (excluding directors)"	(14,214,281)	(12,326,305)
"Staff NIC (Employers)"	(1,123,411)	(874,890)
"Directors remuneration"	(35,259)	(24,000)
"Directors NIC (Employers)"	(2,015)	(1,039)
"Staff pensions (Defined contribution)"	(110,660)	(88,564)
"Directors pensions (Defined contribution)"	(352)	(240)
"Staff training"	(77,295)	(69,545)
Staff welfare	(101,096)	(85,001)
	(15,664,369)	(13,469,584)
Establishment costs		
"Rates and water"	(2,855,902)	(2,370,043)
"Rent"	(6,696,340)	(5,365,509)
"Light, heat and power"	(312,647)	(281,703)
"Insurance"	(191,005)	(115,481)
"Service charges"	(421,740)	(323,393)
"Repairs and renewals"	(498,932)	(463,282)
	(10,976,566)	(8,919,411)
General administrative expenses		
"Communications Costs"	(132,432)	(110,199)
"Computer software and maintenance costs"	(498,736)	(424,738)
"Printing, postage and stationery"	(433,165)	(309,345)
"Security services"	(63,283)	(55,605)
"Trade subscriptions"	(34,265)	(13,668)
"Charitable donations"	(66,846)	(44,788)
"Hire of plant and machinery (Operating leases)"	(27,145)	(8,527)
"Motor expenses"	(59,047)	(51,949)
"Travel and subsistence"	(354,593)	(288,036)
"Advertising"	(196,943)	(170,159)
_	(222,232)	(=-,===)

This page does not form part of the statutory financial statements.

Detailed Profit and Loss Account for the Year Ended 31 December 2017

	2017	2016
	£	£
"Staff entertaining (allowable for tax)"	(40,075)	(30,609)
"Auditor's remuneration - The audit of the company's annual accounts"	(43,000)	(36,000)
Stocktake fees	(19,864)	(16,412)
"Legal and professional fees"	(287,622)	(251,444)
Foreign currency (gains)/losses - operating expense	(616)	(1, <u>898)</u>
<u> </u>	(2,257,632)	(1,813,377)
Finance charges		
"Bank charges"	(113,020)	(78,423)
Swipe charges	(358,504)	(306,322)
	(471,524)	(384,745)
Depreciation costs		
"Amortisation of computer software"	(197,236)	(109,310)
"Depreciation of short leasehold property"	(599,051)	(481,402)
"Depreciation of plant and machinery (owned)"	(244,509)	(191,929)
"Depreciation of fixtures and fittings "	(739,941)	(572,583)
"Depreciation of motor vehicles "	(43,817)	(46,397)
· ·	(1,824,554)	(1,401,621)
Gain/(loss) on disposal of fixed assets		
Profit/(loss) on disposal of fixed assets	198,884	69,519
Other interest receivable and similar income		
"Bank interest receivable"	-	4,983
Interest payable and similar expenses	. ———	
Bank interest payable	(131,996)	(104,633)
Hire purchase interest	(236,169)	(206,950)
	(368,165)	(311,583)
-		