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Jamie Oliver Limited

UNAUDITED FINANCIAL STATEMENTS

for the year ended

31 December 2012

05/06/2013 A03 COMPANIES HOUSE

Company Registration No 03822122

11/6/13

COMPANY INFORMATION

DIRECTORS

J T Oliver

L Holland T Donovan J E Jackson

SECRETARY

J Dewar

COMPANY NUMBER

03822122

REGISTERED OFFICE

19-21 Nile Street

London N1 7LL

SOLICITORS

Denton Wilde Sapte 5 Chancery Lane Chifford's Inn

London EC4A 1BU

DIRECTORS' REPORT

For the year ended 31 December 2012

The directors present their report and financial statements for the year ended 31 December 2012

PRINCIPAL ACTIVITIES

The principal activity of the company is artistic and literary creation

REVIEW OF THE BUSINESS

The results of the company show a pre-tax profit of £5,081,736 (2011 £6,629) The reported profit in 2011 includes the write down of £6,000,000 due from JME Group Limited, due to the directors not deeming the amount to be recoverable. The directors are of the opinion that the results of the company should not be viewed on their own, but should be considered in the context of the results for the group as a whole

RISKS AND UNCERTAINTIES

The principal risk facing the company relates to the reliance on the creative output of key employees. The directors recognise this issue and have a strategy to lessen the effect of, and insure against, this reliance

RESEARCH, DEVELOPMENT AND FUTURE OUTLOOK

The company continues to invest time and money in researching new income streams, to ensure that levels of profitability are maintained in the future. Results of negotiations are very positive and the directors are confident that the current level of performance can be maintained.

KEY PERFORMANCE INDICATORS

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development or performance of the business

RESULTS AND DIVIDENDS

The results for the year are set out on page 2

The directors have paid an ordinary interim dividend in the year of £5m (2011 £Nil) They do not recommend payment of a final dividend

DIRECTORS

The following directors have held office since 1 January 2012

J T Oliver

L Holland

T Donovan

J E Jackson

CHARI	CADIC	DONIA	TIONS
CHAN	IADLE	DOM	CHUIL

2012

£.

2011

£

During the year the company made the following payments

Charitable donations

51,300

17,675

THIRD PARTY INDEMNITY PROVISION FOR DIRECTORS

Qualifying third party indemnity provision is in place for the benefit of all directors of the company

By order of the board

J Dewar

SECRETARY

22/4/2013

UNAUDITED PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2012

	Notes	2012 £	2011 £
TURNOVER	1	14,253,111	14,427,388
Cost of sales		(579,497)	(244,013)
GROSS PROFIT		13,673,614	14,183,375
Other operating expenses (net)	2	(8,591,514)	(8,173,355)
Other operating expenses - exceptional item	2	•	(6,000,000)
OPERATING PROFIT		5,082,100	10,020
Investment income	3	2,334	2,541
Interest payable and similar charges	4	(2,698)	(5,932)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	5	5,081,736	6,629
Taxation	8	(1,194,789)	(1,545,214)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION	18	3,886,947	(1,538,585)

The profit/(loss) for the year arises from the company's continuing operations

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account

UNAUDITED BALANCE SHEET

As at 31 December 2012

		2012	2011
	Notes	£	£
FIXED ASSETS			
Tangible assets	10	899,936	958,527
CURRENT ASSETS			
Stocks	11	10,000	10,000
Debtors amounts falling due within one	12		
year		29,329,135	25,005,355
Cash at bank and in hand		2,961	4,088
		29,342,096	25,019,443
CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR	13	(16,015,035)	(11,019,879)
NET CURRENT ASSETS		13,327,061	13,999,564
TOTAL ASSETS LESS CURRENT LIABILITIES		14,226,997	14,958,091
CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	14	(64,030)	-
PROVISIONS FOR LIABILITIES	15	(2,007,905)	(1,689,976)
NET ASSETS		12,155,062	13,268,115
CAPITAL AND RESERVES			\
Called up share capital	17	200	200
Profit and loss account	18	12,154,862	13,267,915
SHAREHOLDERS' FUNDS	19	12,155,062	13,268,115

For the year ended 31 December 2012 the company was entitled to exemption from audit under Section 479A of the Companies Act 2006 and its members have not required the company to obtain an audit of its financial statements for the year in question in accordance with Section 476

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

The financial statements on pages 2 to 14 were approved by the board of directors and authorised for issue on 2214203 and are signed on its behalf by

DIRECTOR

UNAUDITED ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements are prepared under the historical cost convention

CASH FLOW STATEMENT

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 100 percent of the voting rights are controlled within the group

TURNOVER

Turnover is recognised upon performance of services and on despatch of goods. Income from the licensing of programmes to television networks is recognised when the right to air the programme is contractually agreed. Turnover is recognised net of Value Added Tax

TANGIBLE FIXED ASSETS AND DEPRECIATION

Fixed assets are stated at historical cost less depreciation

Depreciation is provided on all tangible fixed assets at rates calculated to write each asset down to its estimated residual value evenly over its expected useful life, as follows

Leasehold improvementsOver the life of the leaseComputer equipment33 3% Straight lineFixtures, fittings & equipment15% Straight lineMotor vehicles20% Straight line

LEASING AND HIRE PURCHASE COMMITMENTS

Where assets are financed by leasing agreements that give rights approximating to ownership ("finance leases"), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable during the lease term. The corresponding leasing commitments are shown as obligations to the lessor.

Lease payments are treated as consisting of capital and interest elements, and the interest is charged to the profit and loss account in proportion to the remaining balance outstanding

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

STOCK

Stock is valued at the lower of cost and net realisable value. Net realisable value is based upon estimated selling price less further costs expected to be incurred to completion and disposal. Provision is made for obsolete and slow-moving items.

RETIREMENT BENEFITS

The company operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the year they are payable. Differences between contributions payable in the year and contributions actually paid are shown in either accruals or prepayments in the balance sheet.

DEFERRED TAXATION

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

UNAUDITED ACCOUNTING POLICIES (CONTINUED)

FOREIGN CURRENCY TRANSLATION

Assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account.

ROYALTY INCOME

Royalty income (which forms part of turnover) is recognised on an accruals basis

UNAUDITED NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2012

1 TURNOVER

The analysis of turnover by geographical area has not been given as in the opinion of the directors such disclosure would be severely prejudicial to the interests of the company

2	OTHER OPERATING EXPENSES (NET)	2012 £	2011 £
	Administrative expenses	10,516,533	9,872,096
	Administrative expenses - exceptional item	-	6,000,000
	Other operating income	(1,925,019)	(1,698,741)
		8,591,514	14,173,355
	During 2011 there was an exceptional item, this related to the provision against £6,000 Limited (see note 23)),000 due from J	ME Group
3	INVESTMENT INCOME	2012	2011
•		£	£
	Bank interest	19	_
	Other interest	2,315	2,541
		2,334	2,541
4	INTEREST PAYABLE AND SIMILAR CHARGES	2012	2011
		£	£
	On bank loans and overdrafts	10	-
	Other interest	2,688	5,932
		2,698	5,932
5	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2012	2011
		£	£
	Profit is stated after charging		
	Depreciation of tangible assets	405,290	373,712
	Loss on disposal of tangible assets	5,444	-
	Loss on foreign exchange transactions	756	9,448
	Operating lease rentals - other	474,675	438,233
	Auditor's remuneration	-	13,125
	and after crediting		
	Profit on disposal of tangible assets	<u>-</u>	(800)

Statutory information on remuneration for other services provided by the company's auditors and its associates is given on a consolidated basis in the group accounts of the parent company, Jamie Oliver Holdings Limited

UNAUDITED NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) For the year ended 31 December 2012

6	EMPI	OYEES

7

NUMBER OF EMPLOYEES The average monthly number of employees (including directors) during the year		
was		
	2012	2011
	Number	Number
Administration	95	89
Directors	4	4
	99	93
EMPLOYMENT COSTS	2012 £	2011 £
	ž.	•
Wages and salaries	6,285,321	6,219,725
Social security costs	686,711	593,593
Other pension costs	359,651	345,680
	7,331,683	7,158,998
Included in wages and salaries are amounts relating to long term staff incentive £1,245,842)	schemes of £8	
		17,929 (2011
DIRECTORS' EMOLUMENTS	2012	2011
DIRECTORS' EMOLUMENTS	2012 £	·
Emoluments	£ 1,389,016	2011
Emoluments Amounts receivable under long term incentive schemes	£ 1,389,016 378,099	2011 £ 1,455,002 218,708
Emoluments	£ 1,389,016	2011 £ 1,455,002
Emoluments Amounts receivable under long term incentive schemes	£ 1,389,016 378,099	2011 £ 1,455,002 218,708
Emoluments Amounts receivable under long term incentive schemes Company pension contributions to money purchase schemes	1,389,016 378,099 153,222	2011 £ 1,455,002 218,708 154,756
Emoluments Amounts receivable under long term incentive schemes	1,389,016 378,099 153,222	2011 £ 1,455,002 218,708 154,756
Emoluments Amounts receivable under long term incentive schemes Company pension contributions to money purchase schemes The number of directors for whom retirement benefits are accruing under money purchase scheme was Emoluments disclosed above include the following amounts paid to the highest	£ 1,389,016 378,099 153,222 1,920,337	2011 £ 1,455,002 218,708 154,756 1,828,466
Emoluments Amounts receivable under long term incentive schemes Company pension contributions to money purchase schemes The number of directors for whom retirement benefits are accruing under money purchase scheme was	£ 1,389,016 378,099 153,222 1,920,337	2011 £ 1,455,002 218,708 154,756 1,828,466
Emoluments Amounts receivable under long term incentive schemes Company pension contributions to money purchase schemes The number of directors for whom retirement benefits are accruing under money purchase scheme was Emoluments disclosed above include the following amounts paid to the highest	£ 1,389,016 378,099 153,222 1,920,337	2011 £ 1,455,002 218,708 154,756 1,828,466

UNAUDITED NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) For the year ended 31 December 2012

8	TAXATION	2012 £	2011 £
	UK Corporation tax		
	Current tax on profit of the period	1,181,700	1,827,409
	Adjustment for prior years	(274,781)	(49,418)
	CURRENT TAX CHARGE	906,919	1,777,991
	DEFERRED TAX		
	Deferred tax charge/credit current year	287,870	(232,777)
	Tax on profit on ordinary activities	1,194,789	1,545,214
	FACTORS AFFECTING THE TAX CHARGE FOR THE YEAR		
	The tax assessed for the year is lower than the standard rate of corporation tax (24%) as explained below		
	Profit on ordinary activities before taxation	5,081,736	6,629
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 24 00% (2011 - 26 00%)	1,219,617	1,724
	Effects of		
	Non deductible expenses	9,494	1,568,671
	Depreciation for the period in excess of capital allowances	22,225	64,273
	Group relief	(124,117)	(100,294)
	Foreign tax	23,987	(8,188)
	Adjustments to previous periods	(274,781)	(49,418)
	Other short term timing differences	30,494	267,055
	Change in tax rate	-	34,168
		(312,698)	1,776,267
	CURRENT TAX CHARGE	906,919	1,777,991
9	DIVIDENDS	2012	2011
		£	£
	Ordinary	£ 000 000	
	Interim paid - £50,000 00 (2011 - Nil) per Ordinary B share	5,000,000	

UNAUDITED NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2012

Leashold improvements Total improvements Tota	10	TANGIBLE FIXED ASSETS			
COST At 1 January 2012 Additions 58,377 293,766 352,143 Disposals - (263,953) At 31 December 2012 DEPRECIATION At 1 January 2012 On disposals - (258,509) Charge for the year At 31 December 2012					Total
COST At 1 January 2012 Additions 58,377 293,766 352,143 Disposals - (263,953) At 31 December 2012 DEPRECIATION At 1 January 2012 On disposals - (258,509) Charge for the year At 31 December 2012			f	f	t
Additions		COST	~	2	
Disposals - (263,953) (263,953) (263,953) At 31 December 2012 949,091 983,120 1,932,211 DEPRECIATION At 1 January 2012 456,613 428,881 885,494 On disposals - (258,509) (258,509) Charge for the year 150,708 254,582 405,290 At 31 December 2012 607,321 424,954 1,032,275 NET BOOK VALUE At 31 December 2012 341,770 558,166 899,936 At 31 December 2011 434,101 524,426 958,527 Included above are assets held under finance leases or hire purchase contracts as follows Computer equipment fundable above are assets held under finance leases or hire purchase contracts as follows DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 112,167 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 5,597					
At 31 December 2012 949,091 983,120 1,932,211 DEPRECIATION At 1 January 2012 456,613 428,881 885,494 On disposals - (258,509) (258,509) Charge for the year 150,708 254,582 405,290 At 31 December 2012 607,321 424,954 1,032,275 NET BOOK VALUE At 31 December 2012 341,770 558,166 899,936 At 31 December 2011 434,101 524,426 958,527 Included above are assets held under finance leases or hire purchase contracts as follows Computer equipment £ NET BOOK VALUES At 31 December 2012 112,167 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 6,597			58,377		
DEPRECIATION At 1 January 2012 At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 The stocks DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR AT 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR AT 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR AT 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR AT 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR AT 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR AT 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR AT 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR AT 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR AT 31 DECEMBER 2012 DEPRECIATION CHARGE FOR THE YEAR AT 31 DECEMBER 2012 DEPRECIATION CHA		Disposais		(263,953)	(263,953)
At 1 January 2012		At 31 December 2012	949,091	983,120	1,932,211
On disposals Charge for the year Charge for the year Charge for the year 150,708 254,582 405,290 At 31 December 2012 607,321 424,954 1,032,275 NET BOOK VALUE At 31 December 2012 341,770 558,166 899,936 At 31 December 2011 434,101 524,426 958,527 Included above are assets held under finance leases or hire purchase contracts as follows Computer equipment £ NET BOOK VALUES At 31 December 2012 112,167 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 500 607,321 424,954 1,032,275 689,936 689,936 698,527 Computer equipment £ Computer equipment £ 112,167 6,597		DEPRECIATION			
Charge for the year 150,708 254,882 405,290 At 31 December 2012 607,321 424,954 1,032,275 NET BOOK VALUE 341,770 558,166 899,936 At 31 December 2012 434,101 524,426 958,527 Included above are assets held under finance leases or hire purchase contracts as follows Included above are assets held under finance leases or hire purchase contracts as follows Computer equipment £			456,613	428,881	885,494
At 31 December 2012 607,321 424,954 1,032,275 NET BOOK VALUE At 31 December 2012 341,770 558,166 899,936 At 31 December 2011 434,101 524,426 958,527 Included above are assets held under finance leases or hire purchase contracts as follows Computer equipment £ NET BOOK VALUES At 31 December 2012 112,167 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 6,597			-	(258,509)	(258,509)
NET BOOK VALUE At 31 December 2012 At 31 December 2011 Included above are assets held under finance leases or hire purchase contracts as follows Computer equipment £ NET BOOK VALUES At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 11 STOCKS 2012 2011 £ STOCKS		Charge for the year	150,708	254,582	405,290
At 31 December 2012 341,770 558,166 899,936 At 31 December 2011 434,101 524,426 958,527 Included above are assets held under finance leases or hire purchase contracts as follows Computer equipment F. NET BOOK VALUES At 31 December 2012 112,167 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 6,597 11 STOCKS 2012 2011 £ £ £		At 31 December 2012	607,321	424,954	1,032,275
At 31 December 2011 At 31 December 2011 Included above are assets held under finance leases or hire purchase contracts as follows Computer equipment £ NET BOOK VALUES At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 6,597 STOCKS 2012 2011 £ £		NET BOOK VALUE			
Included above are assets held under finance leases or hire purchase contracts as follows Computer equipment £ NET BOOK VALUES At 31 December 2012 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 6,597 STOCKS 2012 2011 £ £		At 31 December 2012	341,770	558,166	899,936
Computer equipment		At 31 December 2011	434,101	524,426	958,527
NET BOOK VALUES		Included above are assets held under finance leases or hire pur	chase contracts as follows	5	
At 31 December 2012 112,167 DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 6,597 11 STOCKS 2012 2011 £ £					equipment
DEPRECIATION CHARGE FOR THE YEAR At 31 December 2012 6,597 11 STOCKS 2012 2011 £ £					
At 31 December 2012 6,597 11 STOCKS 2012 2011 £ £		At 31 December 2012		=	112,167
At 31 December 2012 6,597 11 STOCKS 2012 2011 £ £		DEPRECIATION CHARGE FOR THE VEAR			
11 STOCKS 2012 2011 £ £					6.597
£				=	
${f \epsilon}$					
	11	STOCKS			
Finished goods and goods for resale 10,000 10,000				L	r
-		Finished goods and goods for resale		10,000	10,000

UNAUDITED NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Fo	r the year	ar end	ed 31	Dece	mber 2			` -	
									•

12	DEBTORS	2012 £	2011 £
			As restated
	Trade debtors	678,325	835,321
	Amounts owed by parent and fellow subsidiary undertakings	3,025,124	6,728,021
	Other debtors	23,125,245	15,645,666
	Prepayments and accrued income	2,474,069	1,482,105
	Deferred tax asset (see note 15)	26,372	314,242
		29,329,135	25,005,355
13	CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR	2012	2011
		£	£
	Bank overdraft	3	-
	Net obligations under finance leases	40,155	-
	Trade creditors	544,677	404,210
	Amounts owed to subsidiary undertakings	9,808,349	5,366,904
	Corporation tax	786,063	1,308,690
	Other taxes and social security costs	719,311	667,537
	Other creditors	26,987	26,680
	Accruals and deferred income	4,089,490	3,245,858
		16,015,035	11,019,879
	Net obligations under finance leases are secured over the assets to which they relate		
14	CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	2012	2011
		£	£
	Net obligations under finance leases	64,030	-
	Net obligations under finance leases are secured over the assets to which they relate		
	NET OBLIGATIONS UNDER FINANCE LEASES		
	Repayable within one year	40,155	-
	Repayable between one and five years	64,030	
		104,185	-
	Included in liabilities falling due within one year	(40,155)	
		64,030	-

UNAUDITED NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) For the year ended 31 December 2012

15 PROVISIONS FOR LIABILITIES

PROVISIONS FOR LIABILITIES		
	L	ong term staff incentive scheme £
Balance at 1 January 2012 Profit and loss account Paid in the year		1,689,976 817,929 (500,000)
Balance at 31 December 2012		2,007,905
THE DEFERRED TAX ASSET (INCLUDED IN DEBTORS, NOTE 12) IS MADE UP AS FOLLOWS	2012	
	£	
Balance at 1 January 2012 Profit and loss account	(314,242) 287,870	
Balance at 31 December 2012	(26,372)	
	2012 £	2011 £
Decelerated capital allowances	(24,876)	(6,600)
Other timing differences	(1,496)	(307,642)
	(26,372)	(314,242)

16 PENSION COSTS

DEFINED CONTRIBUTION

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund

	2012	2011
	£	£
Contributions payable by the company for the year	359,651	345,680

Net depletion in shareholders' funds

Opening shareholders' funds

Closing shareholders' funds

UNAUDITED NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) For the year ended 31 December 2012

17	CHARE CAREAL	2012	2011
17	SHARE CAPITAL	2012	2011
		£	£
	ALLOTTED, CALLED UP AND FULLY PAID		
	100 Ordinary A shares of £1 each	100	100
	100 Ordinary B shares of £1 each	100	100
		200	200
	EQUITY SHARES		
	100 Ordinary A shares of £1 each	100	100
	100 Ordinary B shares of £1 each	100	100
		200	200

The 'B' ordinary shares do not carry voting rights They rank pari passu with 'A' ordinary shares in all other respects

18	RESERVES		
			Profit and loss
			account
			£
	Balance at 1 January 2012		13,267,915
	Profit for the year		3,886,947
	Dividends paid		(5,000,000)
	Balance at 31 December 2012		12,154,862
19	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	2012 £	2011 £
	Profit/(Loss) for the financial year Dividends	3,886,947 (5,000,000)	(1,538,585)

(1,113,053)

13,268,115

12,155,062

(1,538,585)

14,806,700

13,268,115

UNAUDITED NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2012

20 CONTINGENT LIABILITIES

A cross guarantee exists between Jamie Oliver Holdings Limited, Jamie Oliver Limited, Fresh One Productions Limited, Jamie Oliver Enterprises Limited, JME Group Limited, JME at Home Limited, JME Logistics Limited, JME Marketing Limited, Jamie Magazine Limited, Recipease Limited, Jamie Bianco Limited, Fresh Pictures Limited and Wood Fired Ovens by Jamie Oliver Limited The outstanding balance in relation to this bank facility at 31 December 2012 is £2 1m (2011 £2 57m) This facility is secured by a fixed and floating charge over the company's assets

The company is contingently hable in respect of a group VAT agreement with Jamie Oliver Holdings Limited, Jamie Oliver Enterprises Limited, Jools Enterprises Limited, Fresh One Productions Limited, Fresh Merchandise Limited, and Fresh Cut Digital Limited At 31 December 2012 the group VAT hability was £779,134 (2011 £990,428)

In accordance with Section 479C of the Companies Act 2006, Jamie Oliver Holdings Limited, the company's immediate and ultimate holding company, has provided a guarantee over the liabilities of all members of the group

21 FINANCIAL COMMITMENTS

At 31 December 2012 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2013

	Land and buildings	
	2012	2011
	£	£
Operating leases which expire		
Within one year	-	35,500
Between two and five years	340,850	250,850
In over five years	61,000	61,000
	401,850	347,350

22 CONTROL

Jamie Oliver Holdings Limited is the immediate and ultimate holding company, and is registered in England and Wales Jamie Oliver Holdings Limited is the largest and smallest group for which consolidated accounts including Jamie Oliver Limited are prepared. The consolidated accounts for Jamie Oliver Holdings Limited are available from its registered office. The ultimate controlling party is J T Oliver.

UNAUDITED NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2012

23 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement to disclose transactions with group companies that are wholly owned

Jamie Oliver Licensing Limited (a company controlled by J T Oliver) charged the company £3,119 (2011 £3,873) for goods and services provided, and was charged £263,435 (2011 £182,139) for recharges and other services. At the year end £61,499 was owed to Jamie Oliver Limited (2011 £2,415) by Jamie Oliver Licensing Limited in this respect.

The company also provided additional loans to Jamie Oliver Licensing Limited in previous years to finance the operations of the company The balance outstanding at the year end was £Nil (2011 £757,000)

Jamie's Italian Limited is a company controlled by J T Oliver During the year, Jamie Oliver Limited charged Jamie's Italian Limited £524,008 (2011 £221,255) in respect of services provided and was charged £41,538 (2011 £Nil) by Jamie's Italian Limited At the year end, Jamie's Italian Limited owed the company £155,902 (2011 £33,805)

Recipease Limited, a company controlled by J T Oliver, was loaned £1,273,632 (2011 £215,000) by the company At the year end £4,784,951 (2011 £3,511,319) was owed to Jamie Oliver Limited in respect of the loan

Jamie's Magazine Limited, a company controlled by J T Oliver, was loaned £Nil (2011 £923,396) by the company During the year, £5,928 of this loan was repaid. At the year end £1,723,713 (2011 £1,729,641) was owed to Jamie Oliver Limited at the year end in respect of the loan.

Jamie's Italian International Limited, a company controlled by J T Oliver, was loaned £77,230 (2011 £73,977) by the company At the year end £684,169 (2011 £606,939) was owed to Jamie Oliver Limited at the year end in respect of the loan

JME Group Limited, a company controlled by J T Oliver, was loaned £1,919,997 (2011 £2,547,656) by the company £6,000,000 was written down during 2011 as the directors did not deem the amounts recoverable At the year end £8,687,594 (2011 £6,767,597) was owed to Jamie Oliver Limited in respect of the loan

Barby Limited, a company controlled by J T Oliver, repaid in full during 2011, a loan of £2,279,181 At 31 December 2011 £Nil was owed to Jamie Oliver Limited at the year end in respect of the loan

Wood Fired Ovens by Jamie Oliver Limited (a subsidiary of the Jamie Oliver Holdings Limited group) was loaned £476,126 (2011 £Nil) by the company At the year end £476,126 (2011 £Nil) was owed to Jamie Oliver Limited in respect of the loan

Jamie Bianco Limited, a company controlled by J T Oliver, was loaned £4,712,410 (2011 £2,010,972) by the company At the year end £6,723,382 (2011 £2,010,972) was owed to Jamie Oliver Limited in respect of the loan

Fresh Pictures Limited (an associate of the Jamie Oliver Holdings Limited group) was loaned £251,967 (2011 £Nil) by the company At the year end £251,967 (2011 £Nil) was owed to Jamie Oliver Limited in respect of the loan

ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS ON THE UNAUDITED FINANCIAL STATEMENTS OF JAMIE OLIVER LIMITED FOR THE YEAR ENDED 31 DECEMBER 2012

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Jamie Oliver Limited which comprise the Profit and Loss Account, the Balance Sheet and the related notes as set out on pages 2 to 14 from the accounting records and information and explanations you have given us

As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at http://icaew.com/en/members/regulations-standards-and-guidance

This report is made solely to the board of directors of Jamie Oliver Limited as a body, in accordance with the terms of our engagement letter dated 12 December 2011. Our work has been undertaken solely to prepare for your approval the financial statements of Jamie Oliver Limited and state those matters we have agreed to state to you in accordance with AAF 2/10 as detailed at icaew com/compilation. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Jamie Oliver Limited and its board of directors as a body for our work, or for this report

This report is released to the Directors on the basis that it shall not be copied, referred to or disclosed, in whole or in part (save as otherwise permitted by agreed written terms), without our prior written consent. Without assuming or accepting any responsibility or liability in respect of this report to any party other than the Directors, we acknowledge that the Directors may be required to disclose this report to the bank

It is your duty to ensure that Jamie Oliver Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and profit of Jamie Oliver Limited under the Companies Act 2006 You consider that Jamie Oliver Limited is exempt from the statutory audit requirement for the year

We have not been instructed to carry out an audit or review of the financial statements. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the financial statements

BAKER TILLY TAX AND ACCOUNTING LIMITED

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Chartered Accountants
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Essex
CM1 1LN

23/5/13