

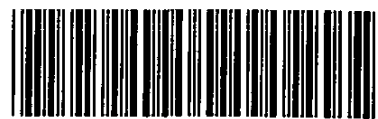
Company Number : 3883868

BUYAGIFT Plc

Directors' Report and Financial Statements

For the year ended 30 April 2012

THURSDAY



A1JS492I

A25

18/10/2012

#126

COMPANIES HOUSE

BUYAGIFT Plc

Annual report and financial statements for the year ended 30 April 2012

Contents

Page

| | |
|----|--|
| 2 | Report of the directors |
| 5 | Statement of directors' responsibilities |
| 6 | Report of the independent auditors |
| 8 | Profit and Loss account |
| 9 | Balance Sheet |
| 10 | Notes forming part of the financial statements |

Directors

| | |
|--------------|---------------------------|
| D J Mountain | |
| A Patel | |
| A Bernia | |
| E Corre | |
| G Fabre | |
| S Abbas | |
| C Loret | (Appointed 12 July 2011) |
| P Sténn | (Appointed 19 March 2012) |
| V Hoogduijn | (Appointed 19 March 2012) |

Secretary

A Patel

Registered office

Kingmaker House
15 Station Road
New Barnet
Hertfordshire
EN5 1NZ

Registered number

3883868

Auditors

Ernst & Young LLP
400 Capability Green
Luton
LU1 3LU

Report of the directors for the year ended 30 April 2012

The directors present their report together with the audited financial statements for the year ended 30 April 2012

Results and dividends

The results for the year are set out on page 8

There were no dividends paid in respect of the current year or previous period and no dividends are recommended for the year

Principal activities, trading review and future developments

The principal activity of the company continued to be that of the sale of gift vouchers through the internet. The business is predominantly based in the UK, with subsidiaries in France, Spain and now also in Italy.

In July 2011 and March 2012 a number of Board changes were made. In July 2011, Axel Bernia became the new Chairman of the company with Christine Lioret added to our Board, whilst Antoine Freysz and Philippe Baudesson De Chanville resigned. In March 2012, Pierre-Edouard Sténn and Vincent Hoogduijn joined the Board.

As reported last year, from November 2010 the company changed its method of transacting with customers and suppliers for the sale of experience vouchers. Turnover from this date is shown as the fees made on the sale of the vouchers rather than the face-value of the voucher itself. The impact of this is that a proportion of the turnover as reported in the profit and loss account for the prior year ended April 2011 reflects, in part, the higher sales value.

On a like-for-like basis "Turnover stated at full customer price", a key performance indicator, rose in the year to April 2012 by 12% to £23.2m (as highlighted in note 2 to the accounts on page 12). Given the continuing current economic climate management consider this to be an excellent achievement and are confident of further growth.

The profitability of the company has declined from the previous year, as investment is made in discounting and improving our offer to customers, as well as increasing our cost base through investing in people and marketing. However, the continued profitability of the company allows for this investment which is seen by management as essential in meeting the demands of our expanding customer base, and to ensure we remain the leading retailer of experience vouchers.

The company's focus on enhancing the customer's journey from the initial purchase to the final experience continues through increased investment in people, products and systems. During the year the company launched a new version of its web-site together with a mobile site optimised for viewing on the latest mobile technology. Our continuing mission is to ensure we adapt to ever changing market conditions, that we embrace new technologies, that we exceed our customers' expectations and we remain ahead of our competitors as a result.

Management believe Buyagift is well placed to deliver continued future growth in both turnover and profitability.

Principal risks and uncertainties

The gift voucher market remains highly competitive. By having a diverse but focused product range together with a wide supplier base, the company is able to maintain its competitive advantage and is not too dependent upon specific products or suppliers.

The company's credit risk is primarily attributable to its trade debtors. Credit risk is managed by running credit checks on new customers, regularly reviewing the credit limit in terms of existing customers and by monitoring customer receipts against agreed credit terms.

The company operates within a cash surplus and therefore the company's exposure to liquidity risk and interest rate movements is considered to be low. The cash position as at 30 April 2012 was £17.13m (2011: £15.98m) sufficient to cover the voucher liabilities within trade creditors and deferred revenue. As the majority of transactions with customers involve cash received immediately, this further mitigates any risk.

BUYAGIFT Plc

Report of the directors for the year ended 30 April 2012 (continued)

Directors

The directors of the company during the year were

| | |
|--------------------------|---------------------------|
| D J Mountain | |
| A Patel | |
| S Abbas | |
| A Freysz | (Resigned 12 July 2011) |
| P Baudesson De Chanville | (Resigned 12 July 2011) |
| A Bernia | |
| E Corre | |
| G Fabre | |
| C Lioret | (Appointed 12 July 2011) |
| P Stérrn | (Appointed 19 March 2012) |
| V Hoogduijn | (Appointed 19 March 2012) |

Disclosure of information to auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware, at the date of approving this report.

Research and development

The company undertakes research and development activities. In the judgement of the directors where no future benefits arises, the amounts are written off as a charge in the profit and loss account. Where long term benefits are envisaged, then the amounts are capitalised and amortised over five years.

Charitable contributions

The company made charitable contributions during the year amounting to £14,254 (2011 £12,862)

Creditor payment policy

It is the firm's policy to negotiate terms with its suppliers and to ensure that they know the terms on which payment will be made when business is agreed. It is the directors' policy to abide by such terms. The company does not follow any specified code or standard practice due to the diverse nature of its supplier base.

BUYAGIFT Plc

Report of the directors for the year ended 30 April 2012 (continued)

Going concern

The company's business activities, together with the factors likely to affect its future development, its financial position, financial risk management objectives, details of its financial instruments and derivative activities, and its exposure to price, credit, liquidity and cash flow risk are described in the Business Review on page 2

The company has considerable financial resources together with long-term arrangements with a number of customers and suppliers. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the continuing uncertain economic outlook.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Auditors

Ernst and Young LLP have indicated their willingness to continue in office and a resolution concerning their re-appointment will be submitted to the Annual General Meeting.

Approved by the Board and signed on its behalf by:



D Mountain
Director

10 October 2012

BUYAGIFT Plc

Statement of directors' responsibilities

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 period. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 and loss of the company for that period. In preparing those financial statements, the directors are required to

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

BUYAGIFT Plc

Independent auditor's report to the members of Buyagift plc

We have audited the financial statements of Buyagift Plc for the year ended 30 April 2012 which comprise the profit and loss account, the company balance sheet and the related notes 1 to 22. 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 auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all of the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 30 April 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

BUYAGIFT Plc

Independent auditor's report to the members of Buyagift plc (continued)

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 of the information and explanations we require for our audit

Ernst & Young LLP

Fraser Bull (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP (Statutory Auditor)
Luton

16 October 2012

BUYAGIFT Plc**Profit and Loss account for the year ended 30 April 2012**

| | Note | 30 April 2012 £ | 30 April 2011 £ |
|--|-------------|--------------------------------|--------------------------------|
| Turnover | 2 | 9,815,111 | 15,197,562 |
| Cost of sales | | (3,634,846) | (9,391,341) |
| Gross profit | | 6,180,265 | 5,806,221 |
| Distribution and administrative costs | 3 | (6,326,550) | (5,327,541) |
| Operating profit | 5 | (146,285) | 478,680 |
| Interest receivable | 6 | 287,042 | 212,941 |
| Profit on ordinary activities before taxation | | 140,757 | 691,621 |
| Taxation on ordinary activities | 8 | (51,851) | (239,675) |
| Profit for the financial period | | 88,906 | 451,946 |

There were no recognised gains and losses in the current and prior period other than the profit arising above

All operations are continuing

BUYAGIFT Plc**Balance Sheet as at 30 April 2012**

| | Note | 30 April 2012 £ | 30 April 2011 £ |
|--|------|-----------------------|-----------------------|
| Fixed Assets | | | |
| Intangible assets | 9 | 76,075 | 100,773 |
| Tangible assets | 10 | 494,952 | 329,167 |
| Investments | 11 | 54,880 | 54,880 |
| | | <u>625,907</u> | <u>484,820</u> |
| Current Assets | | | |
| Stocks | 12 | 465,923 | 391,543 |
| Debtors | 13 | 3,256,084 | 2,088,460 |
| Cash at bank and in hand | | <u>17,133,989</u> | <u>15,978,353</u> |
| | | 20,855,996 | 18,458,356 |
| Creditors : amounts falling due within one year | 14 | (17,655,589) | (15,531,469) |
| Net current assets | | <u>3,200,407</u> | <u>2,926,887</u> |
| Total assets less current liabilities | | <u>3,826,314</u> | <u>3,411,707</u> |
| Provision for liabilities and charges | 15 | (615,701) | (290,000) |
| | | <u>(615,701)</u> | <u>(290,000)</u> |
| Net assets | | <u>3,210,613</u> | <u>3,121,707</u> |
| Capital and reserves | | | |
| Called up share capital | 16 | 52,500 | 52,500 |
| Share premium account | 17 | 328,375 | 328,375 |
| Profit and loss account | 17 | 2,829,738 | 2,740,832 |
| Shareholders' funds | 18 | <u>3,210,613</u> | <u>3,121,707</u> |

The financial statements were approved by the Board on 10 October 2012 and signed on its behalf by



A Patel
Director

1 Accounting policies

Basis of preparation and change in accounting policy

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

Basis of consolidation

The Company is exempt by virtue of s400 Companies Act 2006 from the requirements to prepare group financial statements. These financial statements present information about the company as an individual undertaking and not about its group.

Revenue recognition

Turnover represents amounts received for goods and services, net of VAT and trade discounts on vouchers sold prior to 31 October 2010 but redeemed in the year.

For vouchers sold from 1 November 2010 the company changed the method with which it transacts with customers and suppliers for experience vouchers. Turnover from this date represents fees earned net of VAT on redemption of said vouchers.

The company has not changed the method with which it transacts with customer and suppliers in respect of tangible goods and similar supplies. Turnover for these transactions, which represents only a small minority of total turnover, continue to be stated at amounts received for goods and services net of VAT and trade discounts.

In all cases the company recognises its revenue at point of voucher redemption and/or point of voucher expiry, subject to a provision for customer refunds within 28 days of sale as stipulated in the terms of sale.

Cash flow statement

The Directors have taken advantage of the exemption in FRS1 (revised) from including a cash flow statement in the financial statements on the grounds that the Company is wholly owned and its parent publishes consolidated financial statements.

Included within cash is an amount of £3m deposited with HSBC Merchant Services LLP as security for the card processing facility.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation. Such cost includes costs directly attributable to making the asset capable of operating as intended.

Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

| | | |
|----------------------|---------------|-----|
| Software equipment | Straight line | 33% |
| Office furniture | Straight line | 20% |
| Main system software | Straight line | 20% |

The carrying value of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Valuation of investments

Investments held as fixed assets are stated at cost subject to any provision for permanent diminution in value.

1 Accounting policies (continued)

Stocks

Stocks are valued at the lower of cost and net realisable value. Net realisable value is based on estimated selling price less any further costs expected to be incurred to completion and disposal.

Foreign currency

Foreign currency transactions are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rates of exchange ruling at the balance sheet date. Any differences are taken to the profit and loss account.

Intangible fixed assets and amortisation

- Research and development

Research expenditure is written-off to the profit and loss in the year in which it is incurred. Development expenditure is written-off in the same way, unless the directors are satisfied as to the technical, commercial and financial viability of individual projects. In this situation, the expenditure is deferred and is amortised over 5 years.

- Website domain expenditure

Acquired website domain expenditure is capitalised at cost and amortised over the useful economic life of the asset, up to a maximum of 5 years.

Provisions for liabilities

A provision is recognised when the company has a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation.

In December 2010 the company introduced a long term incentive plan for certain employees. This has been accounted for in accordance with FRS12 with the estimated benefit apportioned over the anticipated life of the plan.

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 have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exception:

- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Operating lease agreements

Rentals payable under operating leases are charged to the profit and loss account on a straight-line basis over the term of the lease.

Pensions

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 period in which they become payable.

BUYAGIFT Plc**Notes forming part of the financial statements for the year ended 30 April 2012 (continued)****2 Turnover**

| | 30 April 2012 £ | 30 April 2011 £ |
|--|--------------------------------|--------------------------------|
| Geographical locations | | |
| United Kingdom | <u>9,815,111</u> | <u>15,197,562</u> |
| Turnover by type | | |
| Principal - at full sales price paid by customer | 3,225,317 | 13,807,764 |
| Agent - at commission value | <u>6,589,794</u> | <u>1,389,798</u> |
| | <u>9,815,111</u> | <u>15,197,562</u> |
| Turnover stated at full sales price paid by customer | <u>23,235,003</u> | <u>20,796,613</u> |

3 Distribution and administrative costs

| | 30 April 2012 £ | 30 April 2011 £ |
|-------------------------|--------------------------------|--------------------------------|
| Distribution costs | 191,318 | 150,393 |
| Administrative expenses | <u>6,135,232</u> | <u>5,177,148</u> |
| | <u>6,326,550</u> | <u>5,327,541</u> |

4 Employees

| | 30 April 2012 £ | 30 April 2011 £ |
|--|--------------------------------|--------------------------------|
| Staff costs for employees, including directors, consist of | | |
| Wages and salaries | 3,152,169 | 2,651,950 |
| Social security costs | 301,045 | 259,555 |
| Other pension costs | <u>34,714</u> | <u>22,597</u> |
| | <u>3,487,928</u> | <u>2,934,102</u> |

The average number of persons, including directors, employed during the period was as follows

| | Number | Number |
|------------------------|---------------|---------------|
| Administration | 9 | 9 |
| Marketing | 15 | 14 |
| Information technology | 8 | 6 |
| Supplier relations | 13 | 12 |
| Sales | <u>38</u> | <u>40</u> |
| | <u>83</u> | <u>81</u> |

BUYAGIFT Plc**Notes forming part of the financial statements for the year ended 30 April 2012 (continued)****5 Operating profit**

| | 30 April 2012 £ | 30 April 2011 £ |
|---|--------------------------------|--------------------------------|
| This is arrived at after charging | | |
| Depreciation of tangible fixed assets | 196,953 | 135,215 |
| Amortisation of intangible assets | 24,698 | 20,549 |
| Operating lease rentals - land and buildings | 119,755 | 119,755 |
| Auditors' remuneration | 17,500 | 17,500 |
| Statutory audit General advisory services including taxation | 12,776 | 53,575 |

6 Interest receivable

| | 30 April 2012 £ | 30 April 2011 £ |
|---------------|--------------------------------|--------------------------------|
| Bank interest | 287,042 | 212,941 |

7 Directors' remuneration

| | 30 April 2012 £ | 30 April 2011 £ |
|--|--------------------------------|--------------------------------|
| Emoluments (excluding pension contributions) | 481,117 | 458,099 |
| Contributions to defined contribution pension schemes | 16,500 | 14,000 |
| Amount provided in respect of long term incentive scheme | 307,503 | 270,000 |
| Highest paid director | | |
| Emoluments (excluding pension contributions) | 173,867 | 202,006 |
| Contributions to defined contribution pension schemes | 6,000 | 6,000 |
| The number of directors in the pension scheme was as follows | Number | Number |
| Defined contribution scheme | 3 | 3 |
| The number of directors in the long term incentive scheme was as follows | | |
| Long term incentive scheme | 4 | 2 |

BUYAGIFT Plc

Notes forming part of the financial statements for the year ended 30 April 2012 (continued)

| 8 Taxation on ordinary activities | 30 April 2012 £ | 30 April 2011 £ |
|---|--------------------------------|--------------------------------|
| <i>(a) Analysis of charge for the period</i> | | |
| UK corporation tax | | |
| UK tax | (130,757) | (298,273) |
| Adjustment in respect of earlier years | 18,417 | (25,363) |
| Total current tax | (112,340) | (323,636) |
| Deferred tax - Origination and reversal of timing differences | 60,489 | 83,961 |
| Taxation charge on ordinary activities | (51,851) | (239,675) |
| <i>(b) Factors affecting the taxation charge for the period</i> | | |
| The differences are explained below | | |
| Profit on ordinary activities before taxation | 140,757 | 691,621 |
| Taxation charge at UK corporation tax rate of 25.8% (2011 28%) | (36,362) | (193,654) |
| Effects of | | |
| Expenses not deductible for tax purposes | (7,670) | (12,653) |
| Depreciation for the period in excess of capital allowances | (2,585) | (10,766) |
| Other timing differences | (84,140) | (81,200) |
| Adjustments to previous periods | 18,417 | (25,363) |
| Current tax charge for the period | (112,340) | (323,636) |
| <i>(c) Deferred tax</i> | | |
| The deferred tax included in the balance sheet is as follows | | |
| Included in debtors (note 13) | 124,914 | 64,425 |
| Closing balance made up of, | | |
| Accelerated capital allowances | (22,854) | (16,775) |
| Other timing differences | 147,768 | 81,200 |
| | 124,914 | 64,425 |

(d) Factors that may affect future tax charges

A reduction in the UK corporation tax rate to 24% effective from 1 April 2012 was substantively enacted on 26 March 2012 (on passing of resolution under the Provisional Collection of Taxes Act 1968 at the end of the budget debate). Accordingly, this rate has been applied in the measurement of the company's deferred tax assets as at 30 April 2012.

However, as per his budget of 21 March 2012, the Chancellor of the Exchequer intends to further reduce the UK corporate income tax rate, to 22%, in annual increments of 1% per annum which will be enacted in successive Finance Bills. The rate reduction to 23% was enacted in the Finance Bill 2012 in July 2012. The aggregate impact of the proposed reductions from 24% to 22% would reduce the Company's tax asset by £10,409.

The effect on the Company of these proposed changes to the UK tax system will be reflected in the company's financial statements in future years, as appropriate, once the proposals have been substantively enacted.

BUYAGIFT Plc

Notes forming part of the financial statements for the year ended 30 April 2012 (continued)

| 9 Intangible assets | Development expenditure £ | Website domains £ | Total £ |
|------------------------------------|--|----------------------------------|---|
| <i>Cost</i> | | | |
| At 1 May 2011 and at 30 April 2012 | 264,419 | 95,000 | 359,419 |
| <i>Amortisation</i> | | | |
| At 1 May 2011 | 258,646 | - | 258,646 |
| Charge for the year | 5,698 | 19,000 | 24,698 |
| At 30 April 2012 | 264,344 | 19,000 | 283,344 |
| <i>Net Book Value</i> | | | |
| At 30 April 2012 | 75 | 76,000 | 76,075 |
| At 30 April 2011 | 5,773 | 95,000 | 100,773 |
| 10 Tangible fixed assets | | | Computers and office equipment £ |
| <i>Cost</i> | | | |
| At 1 May 2011 | | | 769,139 |
| Additions | | | 363,111 |
| Disposals | | | (933) |
| At 30 April 2012 | | | 1,131,317 |
| <i>Accumulated depreciation</i> | | | |
| At 1 May 2011 | | | 439,972 |
| Charge for the year | | | 196,953 |
| Disposals | | | (560) |
| At 30 April 2012 | | | 636,365 |
| <i>Net Book Value</i> | | | |
| At 30 April 2012 | | | 494,952 |
| At 30 April 2011 | | | 329,167 |

BUYAGIFT Plc**Notes forming part of the financial statements for the year ended 30 April 2012 (continued)****11 Fixed asset investments****Subsidiary
undertakings
£***Cost*

At 1 May 2011 and at 30 April 2012

54,880

Net book value

At 30 April 2012

54,880

At 30 April 2011

54,880

Details of subsidiary undertakings at 30 April 2012 are as follows -

| <i>Name of company</i> | <i>Shares held</i> | | <i>Nature of business</i> | <i>Country of incorporation (UK unless shown)</i> |
|-------------------------|--------------------|----------|---------------------------|---|
| | <i>Class</i> | <i>%</i> | | |
| Buyagift France SARL | Ordinary | 100% | Provider of gift vouchers | France |
| Buyagift Spain SL | Ordinary | 100% | Provider of gift vouchers | Spain |
| Buyagift Italy SRL | Ordinary | 100% | Provider of gift vouchers | Italy |
| Buyagift Pty Limited | Ordinary | 100% | Dormant | Australia |
| Buy365 Limited | Ordinary | 100% | Dormant | |
| Experience More Limited | Ordinary | 100% | Dormant | |

12 Stocks**30 April
2012
£****30 April
2011
£**

Finished goods and goods held for resale

465,923

391,543

The replacement cost of stock is not materially different from the figures stated above

13 Debtors**30 April
2012
£****30 April
2011
£**

Trade debtors

360,168

299,441

Amounts owed by subsidiary undertakings

2,432,393

1,216,221

Other debtors

76,169

402,063

Prepayments and accrued income

131,052

83,717

Corporation tax recoverable

131,388

22,593

Deferred tax

124,914

64,425

3,256,084

2,088,460

BUYAGIFT Plc**Notes forming part of the financial statements for the year ended 30 April 2012 (continued)**

| 14 Creditors . amounts falling due within one year | 30 April 2012 £ | 30 April 2011 £ |
|---|--------------------------------|--------------------------------|
| Trade creditors | 1,463,071 | 1,589,244 |
| Amounts owed to parent undertaking | - | 36,019 |
| Tax and social security | 134,339 | 73,182 |
| Other creditors | 29,535 | 15,059 |
| Corporation tax payable | - | 298,273 |
| Accruals and deferred income | 16,028,644 | 13,519,692 |
| | <u>17,655,589</u> | <u>15,531,469</u> |

15 Provision for liabilities and charges

| | Long term incentive plan £ |
|-------------------------|---|
| At 1 May 2011 | 290,000 |
| Arising during the year | 325,701 |
| At 30 April 2012 | <u>615,701</u> |

The long term incentive plan is based upon the company's performance and future profitability. The plan commenced in December 2010 and is valid for a period of up to 10 years. The directors have made an estimate of the likely benefits arising from the scheme using an estimated point of redemption and applying against the long term business plan. This benefit is discounted at the rate of 4% and recognised evenly over this time period.

16 Share capital

| | 30 April 2012 £ | 30 April 2011 £ |
|---|--------------------------------|--------------------------------|
| <i>Allotted, called up and fully paid</i> | | |
| "A" shares of 1p each | 2,500 | 2,500 |
| Ordinary shares of 1p each | 50,000 | 50,000 |
| | <u>52,500</u> | <u>52,500</u> |

17 Reserves

| | Share capital £ | Share premium £ | Profit and loss account £ | Total shareholders' funds £ |
|------------------------------|--------------------------------|--------------------------------|--|--|
| At 30 April 2011 | 52,500 | 328,375 | 2,740,832 | 3,121,707 |
| Retained profit for the year | - | - | 88,906 | 88,906 |
| At 30 April 2012 | <u>52,500</u> | <u>328,375</u> | <u>2,829,738</u> | <u>3,210,613</u> |

BUYAGIFT Plc**Notes forming part of the financial statements for the year ended 30 April 2012 (continued)**

| 18 Reconciliation of movements in shareholders' funds | 30 April 2012 £ | 30 April 2011 £ |
|--|--------------------------------|--------------------------------|
| Opening shareholders' funds at 1 May | 3,121,707 | 2,669,761 |
| Profit for the period | 88,906 | 451,946 |
| Closing shareholders' funds at 30 April | <u>3,210,613</u> | <u>3,121,707</u> |

| 19 Defined contribution scheme | 30 April 2012 £ | 30 April 2011 £ |
|--|--------------------------------|--------------------------------|
| Contributions to the defined contribution scheme | <u>34,714</u> | <u>22,597</u> |

20 Financial commitments

As at 30 April 2012 the company had annual commitments under non-cancellable operating leases as set out below

| | 30 April 2012 Land and buildings £ | 30 April 2011 Land and buildings £ |
|-------------------------------|---|---|
| Operating leases which expire | | |
| In one to two years | 119,755 | - |
| In two to five years | <u>-</u> | <u>119,755</u> |

21 Related party transactions

The company has taken advantage of the exemptions available to subsidiary undertakings under FRS 8 by not disclosing transactions with entities that are wholly owned by the ultimate parent undertaking of the group

There were no other related party transactions during the year

22 Parent undertaking and controlling party

The ultimate parent undertaking and controlling party is Topco SAS. The parent undertaking of the largest group for which group financial statements are drawn up is Smart & Co SAS, a company incorporated in France. Copies of the financial statements of Smart & Co SAS can be obtained from 19 - 21 Avenue Dubonnet, 92400 Courbevoie, Paris, France