ANNUAL REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2015

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COMPANY INFORMATION

Director Sir Stelios Haji-Ioannou

Company number 04060333

Registered office 10 Sydney Place

South Kensington

London SW7 3NL

Auditors UHY Hacker Young

Quadrant House

4 Thomas More Square

London EIW IYW

Business address 10 Ansdell Street

London W8 5BN

Bankers HSBC

Poultry & Princes St Branch

PO Box 648 27-32 Poultry London EC2P 2BX

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STRATEGIC REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2015

The director presents his report and financial statements for the year ended 30 September 2015.

Review of the business

The principal activity of the company is the ownership, protection, exploitation and licensing of the "easy" brand. Currently the "easy" brand is active principally in the following sectors: airlines; hotels; vehicle rental; airport transfers: fitness centres; real estate and retailing. The aim of the company is to extend the brand further into other suitable global business activities by selecting appropriate business partners and licensing the particular sub brand to them with requisite controls, checks and balances. The aim is to diversify risk and maximise returns on a risk adjusted basis.

The principal risks are potential damage to the brand and failure by licensees to pay royalties due to the company.

The turnover for the year ended 30 September 2015 was over £13 million in line with the prior year. The balance sheet at 30 September 2015 shows shareholders' funds of over £15 million up from £9 million the year before. This is excluding the intangible assets like the brand which are not valued on the balance sheet.

The main Key Performance Indicator (KPI) for the financial performance of the company is to maximise its operating profit margin.

On behalf of the board	Λ .		
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Sir Stelios Haji-Ioannou	<u> </u>		
Director		_	
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DIRECTOR'S REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2015

The director presents his report and financial statements for the year ended 30 September 2015.

Principal activities

On 31 January 2014, the company changed its name from easyGroup IP Licensing Limited to easyGroup Limited.

The principal activity of the company is the ownership, protection, exploitation and licensing of the 'easy' brand.

Results and dividends

The results for the year are set out on page 6.

The director does not recommend payment of an ordinary dividend.

Director

The following director has held office since 1 October 2014:

Sir Stelios Haji-Ioannou

Auditors

The auditors, UHY Hacker Young, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Statement of director's responsibilities

The director is responsible for preparing the Strategic Report, Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

DIRECTOR'S REPORT (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2015

Statement of disclosure to auditors

So far as the director is aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the director has taken all the necessary steps that he ought to have taken as director in order to make himself aware of all relevant audit information and to establish that the company's auditors are aware of that information.



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF EASYGROUP LIMITED

We have audited the financial statements of easyGroup Limited for the year ended 30 September 2015 set out on pages 6 to 17. 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 auditors' 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 director and auditors

As explained more fully in the Director's Responsibilities Statement set out on pages 2 - 3, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/private.cfm.

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 September 2015 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 Strategic Report and Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements.



INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF EASYGROUP LIMITED

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

9th Fabruary 2016

- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Colin Jones (Senior Statutory Auditor) for and on behalf of UHY Hacker Young

Chartered Accountants Statutory Auditor

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 SEPTEMBER 2015

	Notes	2015 £	2014 £
Turnover	2	13,023,928	13,245,070
Cost of sales		(683,691)	(1,191,506)
Gross profit		12,340,237	12,053,564
Administrative expenses		(1,920,246)	(2,954,421)
Operating profit	3	10,419,991	9,099,143
Charitable donations		(2,457,821)	(1,458,203)
Profit on ordinary activities before i	nterest	7,962,170	7,640,940
Investment income Other interest receivable and similar	4	6,992	(5,371)
income Amounts written down on	4	6,617	-
investments	5	(285,155)	(482,711)
Interest payable and similar charges	6	(38,429)	(238,352)
Profit on ordinary activities before			
taxation		7,652,195	6,914,506
Tax on profit on ordinary activities	7	(1,625,130)	(1,450,000)
Profit for the year	14	6,027,065	5,464,506

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

BALANCE SHEET

AS AT 30 SEPTEMBER 2015

		20	015	20	14
	Notes	£	£	£	£
Fixed assets					
Tangible assets	8		11,240,918		9,966,598
Current assets					
Debtors	9	935,948		1,200,926	
Investments	10	1.075,628		1,110.783	
Cash at bank and in hand		4,980,395		2,968,798	
		6.991.971		5,280,507	
Creditors: amounts falling due					
within one year	11	(2,509,854)		(5.552,635)	
Net current assets/(liabilities)			4.482,117		(272,128)
Total assets less current liabilities			15,723.035		9.694,470
Provisions for liabilities	12		(1.500)		-
			15.721.535		9.694.470
					
Capital and reserves			2 (50 002		2 (50 002
Called up share capital	13		3.650,002		3.650.002
Profit and loss account	14		12,071,533		6.044,468
Shareholders' funds	15		15,721,535		9,694,470
Approved by the Board and authorised	for issue o	3	FEI	316	

Sir Stelios Haji-Ioannou

Director

Company Registration No. 04060333

CASH FLOW STATEMENT

FOR THE YEAR ENDED 30 SEPTEMBER 2015

	£	2015 £	£	2014 £
Net cash inflow from operating activities		5,210,029		10,653,673
Returns on investments and servicing of finance	(() 7			
Interest received Interest paid	6,617 (38,429)		(238,352)	
Dividends received	6,992		11,950	
Net cash outflow for returns on investments and servicing of finance		(24,820)		(226,402)
Taxation		(1,535,484)		(1,014,322)
Capital expenditure and financial investment Payments to acquire tangible assets Payments to acquire investments Receipts from sales of tangible assets Receipts from sales of investments	(1,388,128) (250,000) - -		(4,327,893) (1,287,658) 1,929,829 76,292	
Net cash outflow for capital expenditure		(1,638,128)		(3,609,430)
Net cash inflow before management of liquid resources and financing		2,011,597		5,803,519
Financing Repayment of borrowings	-		(3,097,500)	
Net cash outflow from financing		-		(3,097,500)
Increase/ (decrease) in cash in the year		2,011,597		2,706,019

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2015

1	Reconciliation of operating profit to net case operating activities	sh outflow fro	o m	2015	2014
				£	£
	Operating profit			10,419,991	9,099,143
	Charitable donations Depreciation of tangible assets			(2,457,821) 113,808	(1,458,203) 105,707
	Profit on disposal of tangible assets			113,808	(8,062)
	Decrease in debtors			264,978	274,585
	(Decrease)/Increase in creditors within one ye	ar		(3,130,927)	2,640,503
	Net cash inflow from operating activities			5,210,029	10,653,673
2	Analysis of net funds	1 October 2014	Cash flow	Other non- cash changes	30 September 2015
		£	£	£	£
	Net cash:				
	Cash at bank and in hand	2,968,798	2,011,597		4,980,395
	Liquid resources:				
	Current asset investments	1,110,783	-	(35,155)	1,075,628
	Net funds	4,079,581	2,011,597	(35,155)	6,056,023
3	Reconciliation of net cash flow to movemen	t in net funds		2015	2014
				£	£
	Increase in cash in the year			2,011,597	2,706,019
	Cash outflow from increase in liquid resources	3		250,000	1,593,494
	Cash (inflow)/outflow from (increase)/decreas	e in debt		-	3,097,500
	Change in net debt resulting from cash flows			2,261,597	7,397,013
	Amounts written down on investments			(285,155)	(482,711)
	Movement in net funds in the year			1,976,442	6,914,302
	Opening net funds/(debt)			4,079,581	(2,834,721)
	Closing net funds			6,056,023	4,079,581

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2015

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

The financial statements have been prepared on a going concern basis. The director has prepared detailed forecasts and cashflow projections which confirm that the company has adequate resources available to continue in operational existence for the foreseeable future. Accordingly, the director continues to adopt the going concern basis.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

1.3 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land are stated at cost less depreciation. 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:

Land and buildings Freehold 2% Straight Line
Land and buildings Leasehold 11% Straight Line
Fixtures, fittings & equipment 20% Straight Line
Motor vehicles over one year

1.5 Leasing

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

1.6 Investments

Current asset investments are stated at the lower of cost and net realisable value.

1.7 Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

1.8 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates 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 profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2015

2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

The company's turnover is derived from its licence agreements with its licensees whose operations using the "easy" brand extend globally.

3	Operating profit	2015 £	2014 £
	Operating profit is stated after charging:		
	Depreciation of tangible assets	113,808	105,707
	Operating lease rentals	-	12,000
	Auditors' remuneration (including expenses and benefits in kind)	10,000	9,512
	and after crediting:		
	Profit on disposal of tangible assets	-	(8,062)
	Profit on foreign exchange transactions	(57,991)	(9,875)
		=	
4	Investment income	2015	2014
		£	£
	Dividends received from investments	6,992	11,950
	Loss on disposal of other fixed asset investments	-	(17,321)
	Bank interest	6,617	-
		13,609	(5,371)
5	Amounts written down on investments	2015	2014
		£	£
	Amounts written down on current asset investments	285,155	482,711

j	Interest payable	2015 £	2014 £
	On amounts payable to group companies	-	167,293
	On bank loans and overdrafts	38,429	71,059
		38,429	238,352
	Taxation	2015 £	2014 £
	Domestic current year tax	<u></u>	
	U.K. corporation tax	1,635,000	1,450,000
	Adjustment for prior years	(11,370)	-
	Total current tax	1,623,630	1,450,000
	Deferred tax		
	Origination and reversal of timing differences	1,500	
		1,625,130	1,450,000
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	7,652,195	6,914,506
	Profit on ordinary activities before taxation multiplied by standard rate		
	of UK corporation tax of 20.50% (2014 - 22.00%)	1,568,700	1,521,191
	Effects of:		
	Non deductible expenses	58,876	306
	Depreciation in excess of capital allowances	23,331	129,452
	Capital allowances	(14,772)	(4,323)
	Tax losses	(11 271)	(195,800)
	Adjustments to previous periods Other timing differences	(11,371) (1,134)	(826)
		54,930	(71,191)
	Current tax charge for the year	1,623,630	1,450,000

8	Tangible fixed assets					
			Land and	Fixtures,	Motor	Total
		buildings Freehold	buildings Leasehold	fittings & equipment	vehicles	
		£	£	£	£	£
	Cost					
	At 1 October 2014	10,087,313	-	191,807	2,250	10,281,370
	Additions	700,000	621,347	66,781	-	1,388,128
	At 30 September 2015	10,787,313	621,347	258,588	2,250	11,669,498
	Depreciation					
	At 1 October 2014	178,514	-	134,008	2,250	314,772
	Charge for the year	76,957	5,696	31,155	_	113,808
	At 30 September 2015	255,471	5,696	165,163	2,250	428,580
	Net book value					
	At 30 September 2015	10,531,842	615,651	93,425	_	11,240,918
	At 30 September 2014	9,908,799	-	57,799	_	9,966,598
9	Debtors				2015	2014
					£	£
	Trade debtors				43,838	232,281
	Other debtors				1,918	-
	Prepayments and accrued income			_	890,192	968,645
					935,948.	1,200,926

10	Current asset investments	2015 £	2014 £
	Listed investments	1,110,783	1,593,194
	Additions	250,000	-
	Amounts written down in the year	(285,155)	(482,411)
		1,075,628	1,110,783
	Market valuation of listed investments	1,152,017	1,130,156
11	Creditors: amounts falling due within one year	2015 £	2014 £
	Trade creditors	640,193	339,938
	Amounts owed to parent and fellow subsidiary undertakings	-	1,731,660
	Amounts owed to related parties	_	6,905
	Corporation tax	868,357	780,211
	Other taxes and social security costs	339,418	346,807
	Director's current accounts	1,638	2,371
	Other creditors	33,945	40,057
	Accruals and deferred income	626,303	2,304,686
		2,509,854	5,552,635

12	Provisions for liabilities		
			Deferred tax liability
			£
	Profit and loss account		1,500
	Balance at 30 September 2015		1,500
	The deferred tax liability is made up as follows:		
		2015	2014
		£	£
	Other timing differences	1,500	•
13	Share capital	2015	2014
	Allotted, called up and fully paid	£	£
	3,650,002 Ordinary shares of £1 each	3,650,002	3,650,002
14	Statement of movements on profit and loss account		
			Profit and loss account
	Balance at 1 October 2014 Profit for the year		6,044,468 6,027,065
	Balance at 30 September 2015		12,071,533

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2015

15	Reconciliation of movements in Shareholders' funds	2015 £	2014 £
	Profit for the financial year Opening Shareholders' funds	6,027,065 9,694,470	5,464,506 4,229,964
	Closing Shareholders' funds	15,721,535	9,694,470

16 Employees

Number of employees

The average monthly number of employees (including directors) during the year was:

	2015 Number	2014 Number
Admin staff	11	10
Employment costs	2015 £	2014 £
Wages and salaries Social security costs	514,180 57,378	446,602 48,440
	571,558	495,042

17 Control

The company's immediate and ultimate parent undertaking is easyGroup Holdings Limited, a company registered in the Cayman Islands whose ultimate controlling party is the Stelios Trust, a Cayman Islands trust set up for the benefit of Sir Stelios Haji-Ioannou and in which he participates in the management. The financial statements of easyGroup Holdings Limited are not available to the public.

18 Post balance sheet events

There were no subsequent events post year end that would materially impact on the company's financial statements.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2015

19 Related party relationships and transactions

The company received royalties and recharged costs amounting to £223,463 to Lowcost Vehicle Rental (UK) Limited (trading as easyCar) during the year. At the balance sheet date, the company was owed £143 from (2014: £28,457 due to) Lowcost Vehicle Rental (UK) Limited.

The company received royalties and recharged costs of £172, 537 to easyHotel plc during the year.

During the year, the company made donations of £2.5m (2014: £1.4m) to the Stelios Philanthropic Foundation during the year.

The company has taken advantage of the exemption available in FRS 8 "Related party disclosures" whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the group.