Strategic Report, Report of the Director and

Financial Statements for the Year Ended 31 December 2018

<u>for</u>

Eight Over Eight Restaurant Limited

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Company Information for the Year Ended 31 December 2018

DIRECTOR:	W R Ricker
SECRETARY:	Miss A E Coles
REGISTERED OFFICE:	BCL House 2 Pavilion Business Park Royds Hall Road LEEDS West Yorkshire LS12 6AJ
REGISTERED NUMBER:	04549622 (England and Wales)
AUDITORS:	BCL Accountants Ltd BCL House 2 Pavilion Business Park Royds Hall Road Leeds LS12 6AJ

Strategic Report for the Year Ended 31 December 2018

The director presents his strategic report for the year ended 31 December 2018.

REVIEW OF BUSINESS

The Company's turnover for the 12 months to 31st December 2018 fell by 15.9% compared with 2017.

The overall gross profit margin fell by 12% and direct wage costs fell by 19%

The company continues to look for expansion opportunities in the restaurant sector.

The director and senior executives regularly identify monitor and mange potential risks and currently access these to be:-

Economic conditions and consumer confidence remain uncertain in the aftermath of the brexit vote with the weaker pound impacting on the Company's cost base.

Market Risk: Pricing and market changes

External influences, such as changes in the general economic climate, rate rises, competitor activity and changes to the licensing laws could have a detrimental effect on customers' spending patterns and therefore the Company's revenue, profitability and consequently the value of its assets.

Market Risk: Consumer taste and brand management

Social and demographic changes are driving the long-term growth in eating-out while at the same time leading to a steady decline in the sales of on-trade drinks without food. These changes, together with other developments in consumer taste may reduce the appeal of the Ricker restaurant venues to its customers, especially if the Company fails to anticipate and identify these changes and respond to them adequately and promptly

Operational Risk: Cost of goods price increases and wage increases

Increases in the price of goods for resale as a result of increases in global demand and uncertainty of supply in producing nations can have a significant impact on the cost base consequently impacting margins. A further national living wage increase of 4.9% comes into place in April 2019 essentially increasing the pay by £680 (including employer's national insurance) per annum for full time employees over 25 along with an increase in the employer's pension contributions from 2% to 3% of relevant earnings having a negative impact on the GP margins.

Operational Risk: Energy price increases

The Ricker group is a large commercial user of gas and electricity. There is a risk that costs increase because of global increases in demand and uncertainty of supply in energy producing nations.

Financial Risks: Liquidity risks arise from the company's management of working capital including cash. The company produces cash flow forecast to assist management in identifying future funding requirements including capital expenditure. The company has facilities available to it through its Holding Company.

Strategic Report for the Year Ended 31 December 2018

PRINCIPAL RISKS AND UNCERTAINTIES

The director and senior executives regularly identify monitor and manage potential risks and currently access these to be:-

This list is not presumed to be exhaustive, and by its very nature is subject to change.

Increased supply of new restaurant concepts into the market

Adverse economic conditions and decline in consumer confidence in the UK

Scarcity or increase in prices of key raw materials, wages and overheads (including utilities)

Impact of terrorism

Increased regulation of industry leading to higher costs

Possible health pandemic that may cause customers to stay away or prevent restaurants being adequately staffed

Failure to provide customers with brand-standard value for money offerings and service levels

Failure of key suppliers to deliver products

Damage to brand image due to failures in environmental health or from contamination of products

The loss of key personnel or failure to manage succession planning

Breakdown in internal controls through fraud or error

Failure to evolve our offers in line with patterns of consumer demand

The director is confident of continued growth through their core benefits of quality and service delivered throughout the group.

ON BEHALF OF THE BOARD:

W R Ricker - Director

12 August 2019

Report of the Director for the Year Ended 31 December 2018

The director presents his report with the financial statements of the company for the year ended 31 December 2018.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2018.

DIRECTOR

W R Ricker held office during the whole of the period from 1 January 2018 to the date of this report.

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

The director is responsible for preparing the Strategic Report, the Report of the Director 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the director is aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, BCL Accountants Ltd, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

W R Ricker - Director

12 August 2019

Report of the Independent Auditors to the Members of Eight Over Eight Restaurant Limited

Opinion

We have audited the financial statements of Eight Over Eight Restaurant Limited (the 'company') for the year ended 31 December 2018 which comprise the Income Statement, Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity, Cash Flow Statement and Notes to the Cash Flow Statement, 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).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its loss for the year then ended:
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the 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 director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the director has not disclosed in the financial statements any identified material uncertainties that may cast
 significant doubt about the 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 financial statements are authorised for issue.

Other information

The director is responsible for the other information. The other information comprises the information in the Strategic Report and the Report of the Director, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the 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.

In connection with our audit of the 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.

Opinions on other matters 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 Strategic Report and the Report of the Director for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Report of the Director have been prepared in accordance with applicable legal requirements.

Report of the Independent Auditors to the Members of Eight Over Eight Restaurant Limited

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Report of the Director.

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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of director

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

In preparing the financial statements, the director is responsible for assessing the 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 director either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the Auditors 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 financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

Use of our report

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 a Report of the Auditors 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.

Christopher Nunn FCA (Senior Statutory Auditor) for and on behalf of BCL Accountants Ltd BCL House 2 Pavilion Business Park Royds Hall Road Leeds LS12 6AJ

15 September 2019

Income Statement for the Year Ended 31 December 2018

	Notes	31.12.18 £	31.12.17 £
TURNOVER		1,591,082	1,862,808
Cost of sales GROSS PROFIT		798,954 792,128	960,347 902,461
Administrative expenses OPERATING LOSS and		982,915	1,070,896
LOSS BEFORE TAXATION		(190,787)	(168,435)
Tax on loss LOSS FOR THE FINANCIAL YEAR	5	(27,688) (163,099)	(15,962) (152,473)

Other Comprehensive Income for the Year Ended 31 December 2018

	Notes	31.12.18 £	31.12.17 £
LOSS FOR THE YEAR		(163,099)	(152,473)
OTHER COMPREHENSIVE INCOME TOTAL COMPREHENSIVE INCOME		<u>-</u> _	
FOR THE YEAR		(163,099)	(152,473)

Balance Sheet 31 December 2018

		31.12.18		31.12.17	
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	6		508,838		562,419
CURRENT ASSETS					
Stocks	7	24,787		26,523	
Debtors	8	91,906		78,072	
Cash at bank and in hand		118,931		68,089	
		235,624		172,684	
CREDITORS					
Amounts falling due within one year	9	816,416		642,998	
NET CURRENT LIABILITIES			(580,792)		(470,314)
TOTAL ASSETS LESS CURRENT					
LIABILITIES			(71,954)		92,105
PROVISIONS FOR LIABILITIES	11		7,963_		8,923
NET (LIABILITIES)/ASSETS			<u>(79,917)</u>		83,182
CAPITAL AND RESERVES					
Called up share capital	12		1,000		1,000
Retained earnings	13		(80,917)		82,182
SHAREHOLDERS' FUNDS	- 5		$\frac{(39,917)}{(79,917)}$		83,182
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Balance Sheet - continued 31 December 2018

The financial statements were approved and authorised for issue the director on 12 August 2019 and were signed by:					
W R Ricker - Director					

Statement of Changes in Equity for the Year Ended 31 December 2018

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1 January 2017	1,000	234,655	235,655
Changes in equity Total comprehensive income	<u>.</u>	(152,473)	(152,473)
Balance at 31 December 2017	1,000	82,182	83,182
Changes in equity Total comprehensive income	<u>-</u>	(163,099)	(163,099)
Balance at 31 December 2018	1,000	(80,917)	(79,917)

Cash Flow Statement for the Year Ended 31 December 2018

	Notes	31.12.18 £	31.12.17 £
Cash flows from operating activities			
Cash generated from operations	1	(136,357)	(126,985)
Tax paid		<u> 26,728</u>	17,689
Net cash from operating activities		(109,629)	(109,296)
Cash flows from investing activities			
Purchase of tangible fixed assets		(5,339)	(19,343)
Net cash from investing activities		(5,339)	(19,343)
Cash flows from financing activities			
Group Loans		165,810_	<u> 111,114</u>
Net cash from financing activities		165,810	<u>111,114</u>
Increase/(decrease) in cash and cash equivale	ents	50,842	(17,525)
Cash and cash equivalents at beginning of			
year	2	68,089	85,614
Cash and cash equivalents at end of year	2	118,931	68,089

Notes to the Cash Flow Statement for the Year Ended 31 December 2018

1. RECONCILIATION OF LOSS BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

	31.12.18	31.12.17
	£	£
Loss before taxation	(190,787)	(168,435)
Depreciation charges	57,470	62,503
Loss on disposal of fixed assets	1,449	
	(131,868)	(105,932)
Decrease in stocks	1,736	2,499
(Increase)/decrease in trade and other debtors	(13,834)	8,644
Increase/(decrease) in trade and other creditors	7,609	(32,196)
Cash generated from operations	(136,357)	(126,985)

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

Year ended 31 December 2018

	31.12.18 €	1.1.18 £
Cash and cash equivalents	<u> 118,931</u>	68,089
Year ended 31 December 2017		
	31.12.17	1.1.17
	£	£
Cash and cash equivalents	<u>68,089</u>	85,614

Notes to the Financial Statements for the Year Ended 31 December 2018

1. STATUTORY INFORMATION

Eight Over Eight Restaurant Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been 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. The financial statements have been prepared under the historical cost convention.

Related party exemption

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Turnover

Turnover is the amount derived from ordinary activities and stated after trade discounts, other sales taxes and net of value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Short leasehold - in accordance with the property
Improvements to property - in accordance with the property
Plant and machinery - 20% on reducing balance
Fixtures and fittings - 15% on reducing balance
Computer equipment - 33.3333% on cost

Stocks

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

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

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

Pension costs and other post-retirement benefits

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

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Notes to the Financial Statements - continued for the Year Ended 31 December 2018

3.	EMPLOYEES AND DIRECTORS		
		31.12.18	31.12.17
	Wages and salaries	£ 445,405	£ 510,615
	Social security costs	40,385	46,075
	Other pension costs	4,497	3,365
		<u>490,287</u>	560,055
	The average number of employees during the year was as follows:		
		31.12.18	31.12.17
	Staff	34	<u>40</u>
		31,12,18	31.12.17
		£	£
	Director's remuneration		
4.	OPERATING LOSS		
	The operating loss is stated after charging:		
		31.12.18	31.12.17
		£	£
	Depreciation - owned assets	57,471	62,504
	Loss on disposal of fixed assets Auditors' remuneration	1,449 6,750	6,750
	Additions remaineration	<u> </u>	
5.	TAXATION		
	Analysis of the tax credit		
	The tax credit on the loss for the year was as follows:		
		31.12.18 £	31.12.17 £
	Current tax:	•	
	UK corporation tax	(26,728)	(18,061)
	Deferred tax	(960)	2,099
	Tax on loss	<u>(27,688</u>)	<u>(15,962</u>)

Notes to the Financial Statements - continued for the Year Ended 31 December 2018

5. TAXATION - continued

Reconciliation of total tax credit included in profit and loss

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

Loss before tax	31.12.18 £ (190,787)	31.12.17 £ (168,435)
Loss multiplied by the standard rate of corporation tax in the UK of 19% (2017 - 19.250%)	(36,250)	(32,424)
Effects of:		
Expenses not deductible for tax purposes	-	6,868
Depreciation in excess of capital allowances	9,523	7,495
Deferred Tax Charge	<u>(961)</u>	2,099
Total tax credit	(27,688)	(15,962)

6. TANGIBLE FIXED ASSETS

THE COLUMN TO TH			
	Short	Improvements to	Plant and machinery £
	leasehold	property £	
	£		
COST			
At 1 January 2018	84,425	733,650	86,393
Additions	-	-	5,339
Disposals	_	-	(6,365)
At 31 December 2018	84,425	733,650	85,367
DEPRECIATION			
At 1 January 2018	49,875	272,002	53,699
Charge for year	3,512	41,546	6,895
Eliminated on disposal	_	_	(4,916)
At 31 December 2018	53,387	313,548	55,678
NET BOOK VALUE			
At 31 December 2018	31,038	420,102	29,689
At 31 December 2017	34,550	461,648	32,694

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Notes to the Financial Statements - continued for the Year Ended 31 December 2018

6. TANGIBLE FIXED ASSETS - continued

		Fixtures and fittings £	Computer equipment £	Totals £
	COST			
	At 1 January 2018	75,585	6,344	986,397
	Additions	-	-	5,339
	Disposals			(6,365)
	At 31 December 2018	<u>75,585</u>	6,344	985,371
	DEPRECIATION			
	At 1 January 2018	43,502	4,900	423,978
	Charge for year	4,812	706	57,471
	Eliminated on disposal	-		(4,916)
	At 31 December 2018	48,314	5,606	476,533
	NET BOOK VALUE			
	At 31 December 2018	<u>27,271</u>	<u>738</u>	508,838
	At 31 December 2017	32,083	1,444	<u>562,419</u>
7.	STOCKS			24.42.45
			31.12.18	31.12.17
	Stocks		£ 	£ 26,523
8.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
			31.12.18	31,12,17
			£	£
	Trade debtors		500	800
	Other debtors		550	-
	Prepayments		90,856	<u>77,272</u>
			<u>91,906</u>	<u>78,072</u>
9.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
			31.12.18	31.12.17
			£	£
	Trade creditors		251,837	184,013
	Amounts owed to group undertakings		366,350	200,541
	Social security and other taxes		7,979	12,193
	VAT		58,484	48,476
	Other creditors		2,655	2,072
	Accrued expenses		129,111	195,703
			<u>816,416</u>	642,998

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Notes to the Financial Statements - continued for the Year Ended 31 December 2018

10. LEASING AGREEMENTS

10.	LEASING A	GREEWIENTS			
	Minimum lea	se payments under non-canc	rellable operating leases fall due as follows:		
		1 0	1 2	31.12.18	31.12.17
				£	£
	Within one y			200,000	200,000
		and five years		800,000	800,000
	In more than	five years		766,667	966,667
				1,766,667	1,966,667
11.	PROVISION	NS FOR LIABILITIES			
				31.12.18	31.12.17
				£	£
	Deferred tax				
	Accelerated	l capital allowances		<u>7,963</u>	8,923
					Deferred
					tax
					£
	Balance at 1	January 2018			8,923
	Provided dur	ing year			(960)
	Balance at 31	December 2018			<u> 7,963</u>
12.	CALLED U	P SHARE CAPITAL			
	Allotted, issu	ed and fully paid:			
	Number:	Class:	Nominal	31.12.18	31.12.17
			value:	£	£
	60,000	Ordinary 'A' .01p.	1p	<u>600</u>	<u>600</u>
	Allotted and issued:				
	Number:	Class:	Nominal	31.12.18	31.12.17
			value:	£	£
	40,000	Share capital 2	1p	<u>400</u>	<u>400</u>
13.	RESERVES				
					Retained
					earnings
					£
	At 1 January	2018			82,182
	Deficit for th				(163,099)
	At 31 Decem	iber 2018			(80,917)

14. ULTIMATE PARENT COMPANY

The ultimate parent company is Barons Trust.

Notes to the Financial Statements - continued for the Year Ended 31 December 2018

15. DIRECTOR'S ADVANCES, CREDITS AND GUARANTEES

W R Ricker is a director of Ricker Restaurants Limited, which has a service contract to provide consultancy to Eight Over Eight Limited. This amounted to £40,000 in the period and the prior year.

16. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is the Barons Trust by virtue of it's shareholdings in Walcott Peak Ltd.

Walcott Peak Ltd are the majority shareholders in Willem Ltd , Winnett Investments Ltd and Wakefield Investments Ltd

Willem Ltd , Winnett Investments Limited and Wakefield Investments are majority shareholders in the Holding company (Ricker Restaurants Holdings) Ltd.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.