

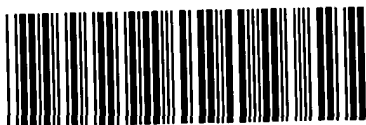
SPIRIT INTERMEDIATE HOLDINGS LIMITED

UNAUDITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

For the 52 weeks ended 29 April 2018

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SPIRIT INTERMEDIATE HOLDINGS LIMITED

COMPANY INFORMATION

Director	R Smothers (appointed 31 January 2018)
Company secretary	Mrs L A Keswick
Registered number	04914762
Registered office	Westgate Brewery Bury St Edmunds Suffolk IP33 1QT

SPIRIT INTERMEDIATE HOLDINGS LIMITED

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SPIRIT INTERMEDIATE HOLDINGS LIMITED

STRATEGIC REPORT **For the 52 weeks ended 29 April 2018**

Introduction

The director presents his strategic report for the 52 weeks ended 29 April 2018.

Business review

The principal activity of the company was that of an investment holding company.

The company did not trade during the period ended 29 April 2018 and the prior period. The directors believe that the situation will not change in the foreseeable future.

Principal risks and uncertainties

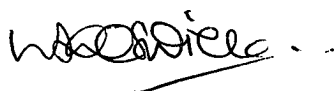
As a 100% owned subsidiary of the Greene King plc group, the principal risks and uncertainties faced by the company are consistent with those disclosed within the Greene King plc financial statements for the 52 weeks ended 29 April 2018.

The economic, financial, liquidity and interest rate risks are considered to be minimal on this entity due to the simple nature of its trade.

Financial key performance indicators

The operations of Spirit Intermediate Holdings Limited are managed at a Greene King plc group level and the directors therefore believe that disclosure of key performance indicators for the company are not appropriate to understand the performance or position of the business. The performance of Greene King plc is discussed in the Greene King plc annual report and financial statements which are publicly available.

This report was approved by the board and signed on its behalf.



Mrs L A Keswick
Secretary

Date: 10.01.19

SPIRIT INTERMEDIATE HOLDINGS LIMITED

DIRECTORS' REPORT For the 52 weeks ended 29 April 2018

The directors present their report and the financial statements for the 52 weeks ended 29 April 2018.

Principal activity

The principal activity of the company was that of an investment holding company.

The company did not trade during the period ended 29 April 2018 and the prior period. The directors believe that the situation will not change in the foreseeable future.

Results and dividends

The company has not traded during the 52 weeks or the preceding financial period. During these periods, the company received no income and incurred no expenditure and therefore made neither profit nor loss.

No dividends were paid or proposed during the period (2017: £nil).

Directors

The directors who served during the 52 weeks were:

K Davis (resigned 31 January 2018)

R Smothers (appointed 31 January 2018)

None of the directors held any interest in the share capital of the company during the period.

The interest of the directors in the shares of the ultimate parent company, Greene King Plc, is shown in the financial statements of that company, where they are a director of Greene King Plc.


Future developments

The company did not trade during the period ended 29 April 2018. The directors believe that the situation will not change in the foreseeable future.

Qualifying third party indemnity provisions

The company has indemnified the director of the company in respect of proceedings brought by third parties. Such qualifying third party indemnity provision remains in place at the date of this report.

This report was approved by the board and signed on its behalf.



Mrs L A Keswick
Secretary

Date: 10.01.19

SPIRIT INTERMEDIATE HOLDINGS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

For the 52 weeks ended 29 April 2018

The directors are responsible for preparing the Strategic report, 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 year. Under that law the director has elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. 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 directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards including Financial Reporting Standard 101 'Reduced Disclosure Framework' have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and to 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.

SPIRIT INTERMEDIATE HOLDINGS LIMITED

PROFIT AND LOSS ACCOUNT
For the 52 weeks ended 29 April 2018

The company has not traded during the 52 weeks or the preceding financial year. During these periods, the company received no income and incurred no expenditure and therefore made neither profit or loss.

SPIRIT INTERMEDIATE HOLDINGS LIMITED

Registered number: 04914762

BALANCE SHEET

As at 29 April 2018

	Note	29 April 2018 £000	30 April 2017 £000
Fixed assets			
Investments	4	379,351	379,351
Current assets			
Debtors: amounts falling due within one year	5	62,997	62,997
Creditors: amounts falling due within one year	6	(311,013)	(311,013)
Net current liabilities		<u>(248,016)</u>	<u>(248,016)</u>
Net assets		<u>131,335</u>	<u>131,335</u>
Capital and reserves			
Called up share capital	7	157,000	157,000
Share premium account	8	51,213	51,213
Capital redemption reserve	8	2,001	2,001
Profit and loss account	8	(78,879)	(78,879)
		<u>131,335</u>	<u>131,335</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 101.

For 52 weeks ended 29 April 2018 the company was entitled to exemption from audit under section 480 of the Companies Act 2006.

Members have not required the to obtain an audit for the 52 weeks in accordance with section 476 of Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements which give a true and fair view of the state of affairs of the company as at the end of the financial 52 weeks and of its profit or loss for the financial 52 weeks, in accordance with the requirements of sections 394 and 395 of the Act and which otherwise comply with the requirements of the Companies Act 2006 relating to the financial statements, so far as applicable to the company.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



R Smothers
Director

Date: 10.01.19

The notes on pages 7 to 12 form part of these financial statements.

SPIRIT INTERMEDIATE HOLDINGS LIMITED

STATEMENT OF CHANGES IN EQUITY
For the 52 weeks ended 29 April 2018

	Called up share capital	Share premium account	Capital redemption reserve	Profit and loss account	Total equity
	£000	£000	£000	£000	£000
At 1 May 2016	157,000	51,213	2,001	(78,879)	131,335
At 30 April 2017	157,000	51,213	2,001	(78,879)	131,335
Profit for the period	-	-	-	-	-
At 29 April 2018	157,000	51,213	2,001	(78,879)	131,335

The notes on pages 7 to 12 form part of these financial statements.

SPIRIT INTERMEDIATE HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 29 April 2018

1. GENERAL INFORMATION

Spirit Intermediate Holdings Limited is a private company limited by shares incorporated and domiciled in England & Wales.

The company's financial statements are presented in Sterling and all values are rounded to the nearest thousand pounds (£000) except where indicated.

2. ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and applicable accounting standards.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 3).

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

2.2 FINANCIAL REPORTING STANDARD 101 - REDUCED DISCLOSURE EXEMPTIONS

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member

2.3 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

2.4 Intercompany balances

Amounts owed by or to group undertakings are classified as short term assets or liabilities unless there is a formal loan arrangement in place that specifies repayment over a period longer than one year at the balance sheet date.

SPIRIT INTERMEDIATE HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 29 April 2018

3. JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect reported amounts of assets and liabilities, income and expense. The company bases its estimates and judgments on historical experience and other factors deemed reasonable under the circumstances, including any expectations of future events. Actual results may differ from these estimates.

There are no estimates and judgments made in the company that are considered to be significant.

4. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies £000
COST	
At 1 May 2017	379,351
At 29 April 2018	379,351
NET BOOK VALUE	
At 29 April 2018	379,351
At 30 April 2017	379,351

DIRECT SUBSIDIARY UNDERTAKINGS

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding	Principal activity
Spirit Group Parent Limited	Ordinary	100 %	Holding company

The director believes that the carrying value of the investments is supported by their underlying net assets.

INDIRECT SUBSIDIARY UNDERTAKINGS

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding	Principal activity
Spirit Pub Company (Services) Limited	Ordinary	100 %	Management and administration

SPIRIT INTERMEDIATE HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 29 April 2018

4. FIXED ASSET INVESTMENTS (CONTINUED)

Spirit Pub Company (Supply) Limited	Ordinary	100 %	Procurement of beverages for other group companies
Spirit Acquisitions Holdings Limited	Ordinary	100 %	Holding company
Spirit Acquisitions Guarantee Limited	Limited by guarantee	N/A %	Non-trading
Spirit Managed Holdings Limited	Ordinary	100 %	Holding company
Spirit Group Pensions Trustee Limited	Ordinary	100 %	Pension Trustee
Spirit Group Equity Limited	Ordinary	100 %	Holding company
Spirit (PSC) Limited	Ordinary	100 %	Non-trading
Spirit Acquisition Properties Limited	Ordinary	100 %	Holding company
Tom Cobleigh Holdings Limited	Ordinary	100 %	Holding company
Tom Cobleigh Group Limited	Ordinary	100 %	Non-trading
Spirit Financial Holdings Limited	Ordinary	100 %	Holding company
Spirit Finco Limited	Ordinary	100 %	Non-trading
Spirit Parent Limited	Ordinary	100 %	Holding company
Spirit Pub Company (Investments) Limited	Ordinary	100 %	Financing
Spirit Funding Limited	Ordinary	100 %	Non-trading
Spirit Managed Inns Limited	Ordinary	100 %	Non-trading
Spirit Pubs Debenture Holdings Limited	Ordinary	100 %	Holding company
Spirit Pubs Parent Limited	Ordinary	100 %	Holding company
Spirit Pub Company (Managed) Limited	Ordinary	100 %	Pub retailing
Spirit Pub Company (Leased) Limited	Ordinary	100 %	Leasing of public houses
Spirit (SGL) Limited	Ordinary	100 %	Intermediate holding company
Tom Cobleigh Limited	Ordinary	100 %	Holding company
The Nice Pub Company Limited	Ordinary	100 %	Non-trading
Spirit (AKE Holdings) Limited	Ordinary	100 %	Holding company

SPIRIT INTERMEDIATE HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 29 April 2018

4. FIXED ASSET INVESTMENTS (CONTINUED)

Allied Kunick			
Entertainments Limited	Ordinary	100 %	Property
Spirit (Faith) Limited	Ordinary	100 %	Pub retailing
Spirit Retail Bidco			Holding
Limited	Ordinary	100 %	company
Spirit Group Retail			Pension
Pensions Limited	Ordinary	100 %	trustee
	Ordinary; Additional Redeemable		
Spirit Group Retail	Preference		Holding
Limited	Shares	100 %	company
Spirit Group Retail	Ordinary;		
(Northampton) Limited	Preference	100 %	Non-trading
Cleveland Place			Holding
Holdings Limited	Ordinary	100 %	company
Huggins and Company			
Limited	Ordinary	100 %	Non-trading
The Chef & Brewer			Holding
Group Limited	Ordinary	100 %	company
Chef & Brewer Limited	Ordinary	100 %	Non-trading
City Limits Limited	Ordinary	100 %	Non-trading
Open House Limited	Ordinary	100 %	Non-trading
	Ordinary; Deferred		
R.V. Goodhew Limited	Ordinary	100 %	Non-trading
Springtarn Limited	Ordinary	100 %	Non-trading
Spirit Group Retail			Holding
(South) Limited	Ordinary	100 %	company
Whitegate Taverns			
Limited	Ordinary	100 %	Non-trading
			Holding
Nairnain	Ordinary	100 %	company
			Holding
Dearg Limited	Ordinary	100 %	company
			Holding
CPH Palladium Limited	Ordinary	100 %	company
			Holding
Freshwild Limited	Ordinary	100 %	company
Mountloop Limited	Ordinary	100 %	Non-trading
Aspect Ventures			Holding
Limited	Ordinary	100 %	company
AVL (Pubs) No.1			Holding
Limited	Ordinary	100 %	company
AVL (Pubs) No.2			
Limited	Ordinary	100 %	Non-trading

All the subsidiaries are incorporated in England & Wales except for Spirit Finco Limited and Spirit Funding Limited incorporated in Cayman Islands.

SPIRIT INTERMEDIATE HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 29 April 2018

5. DEBTORS: Amounts falling due within one year

	29 April 2018 £000	30 April 2017 £000
Amounts owed by group undertakings	<u>62,997</u>	<u>62,997</u>

Amounts owed by group undertakings are unsecured, bear no interest, have no fixed date of repayment and are repayable on demand.

6. CREDITORS: Amounts falling due within one year

	29 April 2018 £000	30 April 2017 £000
Amounts owed to group undertakings	<u>311,013</u>	<u>311,013</u>

Included within amounts owed to group undertakings are non-interest bearing loans from fellow group undertakings Spirit Group Parent Limited and Spirit Managed Inns Limited of £214,864,000 and £86,474,000 respectively (2017: £214,864,000 and £86,474,000 respectively). The balances are repayable on demand.

Other amounts owed to group undertakings are unsecured, bear no interest, have no fixed date of repayment and are repayable on demand.

7. CALLED UP SHARE CAPITAL

	29 April 2018 £	30 April 2017 £
Allotted, called up and fully paid		
157,000,005 Ordinary shares of £1 each	<u>157,000,005</u>	<u>157,000,005</u>

8. RESERVES

Share premium account

Share premium represents the excess of proceeds received over the nominal value of new shares issued.

Capital redemption reserve

Capital redemption reserve arose from the purchase and cancellation of own share capital, and represents the nominal amount of the share capital cancelled.

Profit and loss account

Profit and loss account reserve represents accumulated retained earnings.

SPIRIT INTERMEDIATE HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 29 April 2018

9. RELATED PARTY TRANSACTIONS

During the period the company entered into transactions, in the ordinary course of business, with other related parties. The company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with related parties that are wholly owned subsidiaries of the Greene King plc group. Amounts shown as owed to and by group subsidiaries are all held with fellow group undertakings. There were no transactions entered into during the financial year or trading balances outstanding at the balance sheet date with other related parties.

10. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

At the balance sheet date, the director considers the immediate parent undertaking and immediate controlling party of Spirit Intermediate Holdings Limited to be Spirit Group Holdings Limited, a company incorporated in England and Wales.

The ultimate parent undertaking and ultimate controlling party is Greene King plc, a company registered in England and Wales.

Greene King Plc is the smallest and largest group which includes the results of the company and for which group financial statements are prepared. Copies of its group financial statements are available from Westgate Brewery, Bury St Edmunds, Suffolk, IP33 1QT.