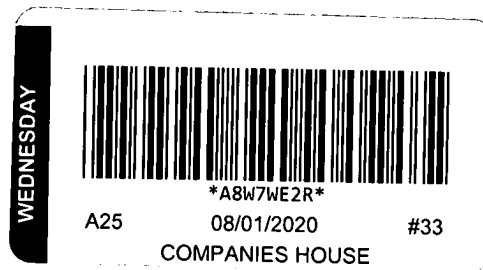


Registered number: 05266815

SPIRIT MANAGED INNS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

For the 52 weeks ended 28 April 2019



SPIRIT MANAGED INNS LIMITED

COMPANY INFORMATION

Director	R Smothers
Company secretary	Mrs L A Keswick
Registered number	05266815
Registered office	Westgate Brewery Bury St Edmunds Suffolk IP33 1QT
Auditor	Ernst & Young LLP Statutory Auditors 1 More London Place London SE1 2AF

SPIRIT MANAGED INNS LIMITED

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SPIRIT MANAGED INNS LIMITED

DIRECTOR'S REPORT For the 52 weeks ended 28 April 2019

The director presents his report and the financial statements for the 52 weeks ended 28 April 2019.

Principal activity

The company's principal activity is the provision of financing, via intercompany loans, to fellow group companies.

Director

The director who served during the 52 weeks was:

R Smothers

The director did not hold any interest in the share capital of the company during the period.

The interest of the director 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.

Going concern

At the balance sheet date the company had net current assets and net assets of £206,064,000. After making enquires the directors have a reasonable expectation that the net assets of £206,064,000 are recoverable in full and that the company has adequate resources to continue in operational existence for the foreseeable future. The directors are satisfied that the company is able to meet its liabilities as they fall due being a period of no less than 12 months from the date of approval of these financial statements and therefore continue to prepare the financial statements on a going concern basis.

Future developments

No significant changes are anticipated to the activities of the company in the foreseeable future.

Qualifying third party indemnity provisions

The company has indemnified the directors 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.

Disclosure of information to auditor

The director at the time when this director's report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the company's auditor is unaware, and
- he has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Post balance sheet events

On 19th August 2019, the boards of CK Noble (UK) Limited ("CK Bidco"), a wholly owned subsidiary of CK Asset Holdings Limited ("CKA"), a Cayman Islands company listed on the Hong Kong Stock Exchange and Greene King plc ("Greene King") reached agreement on the terms of a recommended cash offer by CK Bidco for the entire issued and to be issued share capital of Greene King, not already owned by or on behalf of the CKA group.

The Acquisition was implemented by way of a scheme of arrangement which took place on 30 October 2019, and on 31 October 2019 Greene King plc was re-registered as a private limited company with the name Greene King Limited.

SPIRIT MANAGED INNS LIMITED

DIRECTOR'S REPORT (CONTINUED)
For the 52 weeks ended 28 April 2019

Auditor

The auditor, Ernst & Young LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

In preparing this report, the director has taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

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



Mrs L A Keswick

Secretary

Date: 18 DECEMBER 2019

SPIRIT MANAGED INNS LIMITED

DIRECTOR'S RESPONSIBILITIES STATEMENT

For the 52 weeks ended 28 April 2019

The director is responsible for preparing the 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 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 director is 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 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 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 to 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SPIRIT MANAGED INNS LIMITED

OPINION

We have audited the financial statements of Spirit Managed Inns Limited for the 52 weeks ended 28 April 2019 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and the related notes 1 to 16, 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 FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 28 April 2019 and of its profit for the 52 weeks 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 Auditor's responsibilities for the audit of the financial statements section of our report below. 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 other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SPIRIT MANAGED INNS LIMITED

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 director's report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the director's report has been prepared in accordance with applicable legal requirements.

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 director's report.

We have nothing to report in respect of the following matters in relation to which 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; or
- the director was not entitled to take advantage of the small companies' exemptions in preparing the director's report and from the requirement to prepare a strategic report.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the director's responsibilities statement, set out on page 3, 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 determine is 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 have no realistic alternative but to do so.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

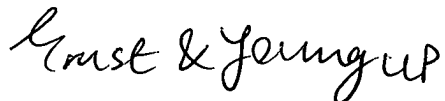
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee 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 <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SPIRIT MANAGED INNS LIMITED

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 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.

A handwritten signature in black ink, appearing to read 'Lloyd Brown', written in a cursive style.

Lloyd Brown (Senior statutory auditor)

for and on behalf of
Ernst & Young LLP, Statutory Auditors
London, UK

Date: 18 December 2019

SPIRIT MANAGED INNS LIMITED

STATEMENT OF COMPREHENSIVE INCOME For the 52 weeks ended 28 April 2019

		52 weeks ended 28 April 2019 £000	52 weeks ended 29 April 2018 £000
	Note		
Administrative expenses		-	14
Operating profit		-	14
Interest receivable and similar income	6	3,565	3,565
Interest payable and expenses	7	(415)	(415)
Profit before tax		3,150	3,164
Tax on profit	8	(1,483)	(2,544)
Profit for the period		1,667	620

There was no other comprehensive income for 2019 (2018: £nil).

The notes on pages 10 to 20 form part of these financial statements.

SPIRIT MANAGED INNS LIMITED
Registered number:05266815

BALANCE SHEET
As at 28 April 2019

	Note	28 April 2019 £000	29 April 2018 £000
Current assets			
Debtors: amounts falling due within one year	9	266,836	263,531
Creditors: amounts falling due within one year	10	(60,772)	(58,874)
Net current assets		<u>206,064</u>	<u>204,657</u>
Net assets		<u>206,064</u>	<u>204,657</u>
Capital and reserves			
Called up share capital	12	150,000	150,000
Capital redemption reserve	13	53,600	53,600
Profit and loss account	13	2,464	1,057
Equity		<u>206,064</u>	<u>204,657</u>

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


R Smothers
Director

Date: 18 DECEMBER 2019

SPIRIT MANAGED INNS LIMITED

STATEMENT OF CHANGES IN EQUITY

For the 52 weeks ended 28 April 2019

	Called up share capital	Capital redemption reserve	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 May 2017	150,000	53,600	437	204,037
Profit for the period	-	-	620	620
At 30 April 2018	150,000	53,600	1,057	204,657
Impact of change in accounting policy	-	-	(260)	(260)
At 30 April 2018 (adjusted balance)	150,000	53,600	797	204,397
Profit for the period	-	-	1,667	1,667
At 28 April 2019	150,000	53,600	2,464	206,064

The notes on pages 10 to 20 form part of these financial statements.

SPIRIT MANAGED INNS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 28 April 2019

1. GENERAL INFORMATION

Spirit Managed Inns 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 following principal accounting policies have been applied:

2.2 Financial reporting standard 101 - reduced disclosure exemptions

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

- the requirements of IFRS 7 Financial Instruments: Disclosures
- 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 Impact of new International Reporting Standards, amendments and interpretations

IFRS 9

The company adopted IFRS 9 on 30 April 2018 prospectively, hence, the information presented for comparative periods has not been restated and is presented, as previously reported, under IAS 39.

Classification and measurement

Amounts owed to the company from group undertakings were classified under loans and receivables under IAS 39. One loan is now held at fair value through profit or loss under IFRS 9 with the remainder of the balances being held at amortised cost under IFRS 9.

There is no impact from the change in classification in the company's financial statements and no tax impact from the adoption of IFRS 9.

SPIRIT MANAGED INNS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 28 April 2019

2. ACCOUNTING POLICIES (CONTINUED)

2.3 IMPACT OF NEW INTERNATIONAL REPORTING STANDARDS, AMENDMENTS AND INTERPRETATIONS (CONTINUED)

Impairment of financial assets

IFRS 9 replaces the incurred loss model in IAS 39 with an expected credit loss (ECL) model. The new impairment model applies to the company's financial assets that are held at amortised cost. Amounts due to the company from group undertakings are subject to IFRS 9's new ECL model. The amounts owed are not considered to have had a significant increase in credit risk and therefore a twelve month expected credit loss has been determined. Applying the ECL model resulted in the recognition of a loss allowance of £260,000 on 30 April 2018 (previous allowance was £nil) and no further increase in the current reporting period.

IFRS 15

There have been no material impacts on the company's financial statements as a result of adopting IFRS 15 from 30 April 2018.

The following tables summarise the impacts of adopting new reporting standards on the company's financial statements.

Balance sheet (extract)

	29 April 2018 As originally presented £000	IFRS 9 £000	29 April 2018 As adjusted £000
CURRENT ASSETS			
Debtors	263,531	(260)	263,271
CAPITAL AND RESERVES			
Profit and loss account	<u>1,057</u>	<u>(260)</u>	<u>797</u>

2.4 Going concern

At the balance sheet date the company had net current assets and net assets of £206,064,000. After making enquires the directors have a reasonable expectation that the net assets of £206,064,000 are recoverable in full and that the company has adequate resources to continue in operational existence for the foreseeable future. The directors are satisfied that the company is able to meet its liabilities as they fall due being a period of no less than 12 months from the date of approval of these financial statements and therefore continue to prepare the financial statements on a going concern basis.

2.5 Interest

Interest costs are expensed to the income statement using the effective interest method. Interest income is recognised in the income statement using the effective interest method.

SPIRIT MANAGED INNS LIMITED

NOTES TO THE FINANCIAL STATEMENTS **For the 52 weeks ended 28 April 2019**

2. ACCOUNTING POLICIES (CONTINUED)

2.6 Intercompany balances held at amortised cost

Policy applicable from 30 April 2018

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.

The company recognises a loss allowance for expected credit losses on amounts due from group undertakings. The methodology used to determine the amount of the expected credit loss is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset.

For those financial assets where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses are recognised. Interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset. For those financial assets where the credit risk has increased significantly (or determined to be credit impaired), lifetime expected credit losses are recognised. Interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset (or for credit impaired assets, to the net carrying amount of the financial asset).

Policy applicable prior to 30 April 2018

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. Impairments, if any, were recognised for incurred losses.

2.7 Intercompany loans held at fair value through profit or loss

Policy applicable from 30 April 2018

Loans owed by group undertakings are classified as fair value through profit or loss where they do not meet the solely payments of principal and interest test in IFRS 9. The company fair values the instrument, recognising a gain or loss through interest in the statement of comprehensive income.

2.8 Taxation

Tax is recognised in the statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

SPIRIT MANAGED INNS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 28 April 2019

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

SIGNIFICANT ACCOUNTING ESTIMATES

In the course of preparing the financial statements, the key estimate made in the process of applying the company's accounting policies is detailed below:

Financial assets - held fair value through profit or loss

In determining the fair value of the loans the company has estimated the future cash flows anticipated and applied an estimated discount rate factoring in the key characteristics of the loans.

SIGNIFICANT ACCOUNTING JUDGMENTS

In the course of preparing the financial statements, the key judgment made in the process of applying the company's accounting policies is detailed below:

Financial assets – held at fair value through profit or loss

The company has applied judgment in determining that certain loans do not meet the solely payments of principal and interest test in IFRS 9 and has classified the loans as fair value through profit or loss.

For those loans that do meet the solely payments of principal and interest test in IFRS 9 the company has classified the loans at amortised cost.

4. STAFF COSTS

The company has no employees (2018: none) and did not incur any staff costs during the period (2018: £nil).

The directors who held office during the period were also directors of fellow group undertakings. Total emoluments, including any company pension contributions, received by these directors totals £926,000 (2018: £770,000) paid by the ultimate parent company or other group companies. The directors do not believe that it is practicable to apportion this amount between qualifying services as directors to the company and to fellow group undertakings. The number of directors who received or exercised share options during the period was 1 (2018: 1).

5. AUDITOR'S REMUNERATION

The auditor's remuneration for the period of £1,000 (2018: £1,000) has been borne by another group company.

The company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the group financial statements of the ultimate parent company.

SPIRIT MANAGED INNS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 28 April 2019

6. INTEREST RECEIVABLE AND SIMILAR INCOME

	52 weeks ended 28 April 2019 £000	52 weeks ended 29 April 2018 £000
Interest receivable from group undertakings	-	3,565
Movement in fair value of intercompany loans	3,565	-
	<u>3,565</u>	<u>3,565</u>

7. INTEREST PAYABLE AND SIMILAR EXPENSES

	52 weeks ended 28 April 2019 £000	52 weeks ended 29 April 2018 £000
Interest payable to group undertakings	415	415
	<u>415</u>	<u>415</u>

8. TAXATION

	52 weeks ended 28 April 2019 £000	52 weeks ended 29 April 2018 £000
CORPORATION TAX		
Current tax on profits for the year	1,483	1,486
Adjustments in respect of previous periods	-	1,058
TOTAL CURRENT TAX	<u>1,483</u>	<u>2,544</u>

SPIRIT MANAGED INNS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
For the 52 weeks ended 28 April 2019

8. TAXATION (CONTINUED)

FACTORS AFFECTING TAXATION FOR THE PERIOD

The tax assessed for the period is the same as (2018 -higher than) the standard rate of corporation tax in the UK of 19.0% (2018 -19.0%). The differences are explained below:

	52 weeks ended 28 April 2019 £000	52 weeks ended 29 April 2018 £000
Profit on ordinary activities before tax	3,150	3,164
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.0% (2018 -19.0%)	598	601
EFFECTS OF:		
Adjustments to tax charge in respect of prior periods	-	1,058
Transfer pricing	885	885
TOTAL TAX CHARGE FOR THE PERIOD	1,483	2,544

SPIRIT MANAGED INNS LIMITED

NOTES TO THE FINANCIAL STATEMENTS For the 52 weeks ended 28 April 2019

8. TAXATION (CONTINUED)

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

The Finance (No.2) Act 2015 reduced the rate of corporation tax from 20% to 19% from 1 April 2017 and the Finance Act 2016 further reduced the rate to 17% from 1 April 2020. Both these rate reductions were substantively enacted at the balance sheet date and are therefore included in these accounts.

9. DEBTORS: Amounts falling due within one year

	28 April 2019 £000	29 April 2018 £000
Amounts owed by group undertakings held at amortised cost	188,107	263,531
Amounts owed by group undertakings held at fair value through profit or loss	78,729	-
	<u>266,836</u>	<u>263,531</u>

Amounts owed by group undertakings held at fair value through profit and loss is a loan to a fellow group undertaking, Spirit Group Holdings Limited of £78,729,000 (2018: £75,269,000). Interest accrues at 7% per annum on the original loan. The balance is repayable on demand.

Included within amounts owed by group undertakings held at amortised cost are non-interest bearing loans to fellow group undertakings, Spirit Intermediate Holdings Limited and Spirit Group Equity Limited, of £86,474,000 and £94,661,000 respectively (2018: £86,474,000 and £94,661,000 respectively). The balances are repayable on demand.

Other amounts owed by group undertakings are unsecured, bear no interest, have no fixed date of repayment and are repayable on demand. Expected credit losses of £260,000 (2018: £nil) have been recognised against the carrying value.

The effect of the initial adoption of IFRS 9 is described in note 2.3.

SPIRIT MANAGED INNS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 28 April 2019

10. CREDITORS: Amounts falling due within one year

	28 April 2019 £000	29 April 2018 £000
Amounts owed to group undertakings	59,289	57,388
Corporation tax payable	1,483	1,486
	<u>60,772</u>	<u>58,874</u>

Included within amounts owed to group undertakings is a loan from fellow group company, Spirit Faith Limited, of £11,481,000 (2018: £11,066,000). Interest accrues at 7% per annum on the original loan of £5,942,000 (2018: £5,942,000). The balance is 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.

11. FINANCIAL INSTRUMENTS

	28 April 2019 £000	29 April 2018 £000
FINANCIAL ASSETS		
Financial assets measured at fair value through profit or loss	78,729	-
Financial assets that are debt instruments measured at amortised cost	188,107	263,531
	<u>266,836</u>	<u>263,531</u>

FINANCIAL LIABILITIES

Financial liabilities measured at amortised cost	<u>(59,289)</u>	<u>(57,388)</u>
--	-----------------	-----------------

Financial assets measured at fair value through profit or loss comprise amounts owed by group undertakings.

Financial assets that are debt instruments measured at amortised cost comprise owed by group undertakings.

Financial liabilities measured at amortised cost comprise amounts owed to group undertakings.

SPIRIT MANAGED INNS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 28 April 2019

II. FINANCIAL INSTRUMENTS (continued)

Fair values

Set out below is a comparison of carrying amounts and fair values of all of the company's financial instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced liquidation or sale. The following methods and assumptions were used to estimate the fair values:

Loans due from group undertakings held at fair value through profit or loss: classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs. The valuation technique used to value the financial instruments was discounted cash flow analysis. Fair values of loans owed by group undertakings are calculated by discounting estimated future cash flows by an implied yield determined with reference to observable market data adjusted to take account of economic differences between the loans owed by group undertakings and the reference revolving credit facility. These adjustments reflect the credit risk of the loan. The cash flows have been assumed to take place one day after the balance sheet date.

	Hierarchical classification	Fair value 28 April 2019 £000	Carrying value 28 April 2019 £000	Carrying value 28 April 2018 £000
Financial assets				
Amounts owed by group undertakings held at fair value through profit or loss	Level 3	78,729	78,729	75,269

The loans owed by group undertakings have been reclassified to be held at fair value through profit and loss upon adoption of IFRS 9 on 30 April 2018. IFRS 9 was adopted prospectively, hence, fair value comparatives have not been presented. For further details on the adoption of IFRS 9 please see note 2.3.

There is no material impact from the valuation of the loans due to the fact that they are repayable on demand.

Hierarchical classification of financial assets and liabilities measured at fair value.

IFRS 13 requires that the classification of financial instruments at fair value be determined by reference to the source of inputs used to derive fair value.

The classification uses the following three-level hierarchy:

Level 1 - unadjusted quoted prices in active markets for identical assets and liabilities.

Level 2 - other techniques for which all inputs have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 - techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

During the periods ending 28 April 2019 and 29 April 2018 there were no transfers between fair value levels 1, 2 or 3.

SPIRIT MANAGED INNS LIMITED

NOTES TO THE FINANCIAL STATEMENTS For the 52 weeks ended 28 April 2019

11. FINANCIAL INSTRUMENTS (continued)

The following table is a reconciliation of fair value measurements categorised within level 3 of the fair value hierarchy.

	28 April 2019 £000
Opening balance	75,164
Fair value gains	3,565
Closing balance	78,729

12. SHARE CAPITAL

	28 April 2019 £	29 April 2018 £
Allotted, called up and fully paid		
150,000,002 (2018 - 150,000,002) Ordinary shares of £1.00 each	150,000,002	150,000,002

13. RESERVES

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.

14. 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.

SPIRIT MANAGED INNS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 28 April 2019

15. POST BALANCE SHEET EVENTS

On 19th August 2019, the boards of CK Noble (UK) Limited ("CK Bidco"), a wholly owned subsidiary of CK Asset Holdings Limited ("CKA"), a Cayman Islands company listed on the Hong Kong Stock Exchange and Greene King plc ("Greene King") reached agreement on the terms of a recommended cash offer by CK Bidco for the entire issued and to be issued share capital of Greene King, not already owned by or on behalf of the CKA group.

The Acquisition was implemented by way of a scheme of arrangement which took place on 30 October 2019, and on 31 October 2019 Greene King plc was re-registered as a private limited company with the name Greene King Limited.

16. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

At the balance sheet date, the directors consider the immediate parent undertaking and immediate controlling party of Spirit Managed Inns Limited to be Spirit Parent 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. On 31 October 2019 Greene King plc was re-registered as a private limited company with the name Greene King Limited.

Greene King Limited 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.