

Registration number: 05319479

Seaford Specsavers Limited

Report and Unaudited Financial Statements (Filleled Accounts)

for the Period from 1 January 2017 to 28 February 2018



Seaford Specsavers Limited

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Seaford Specsavers Limited

Company Information

Directors Specsavers Optical Group Limited
Martin Richard East
Shafqat Zaman
Mary Lesley Perkins
Christopher Tuomas Titherington
Douglas John David Perkins

Company secretary Specsavers Optical Group Limited

Registered office Forum 6
Parkway
Solent Business Park
Whiteley, Fareham
United Kingdom
PO15 7PA

Registration number 05319479

Seaford Specsavers Limited
(Registration number: 05319479)
Balance Sheet as at 28 February 2018

	Note	28 February 2018 £	31 December 2016 £
Fixed assets			
Tangible assets	5	58,709	74,908
Investments	6	120	120
		<u>58,829</u>	<u>75,028</u>
Current assets			
Stocks		17,924	17,121
Debtors	7	10,416	6,699
Cash and cash equivalents	8	46	135
		<u>28,386</u>	<u>23,955</u>
Creditors: Amounts falling due within one year	9	<u>(95,504)</u>	<u>(97,280)</u>
Net current liabilities		<u>(67,118)</u>	<u>(73,325)</u>
Total assets less current liabilities		(8,289)	1,703
Creditors: Amounts falling due after more than one year	9	<u>(2,487)</u>	<u>(7,290)</u>
Net liabilities		<u>(10,776)</u>	<u>(5,587)</u>
Capital and reserves			
Called up share capital	12	120	120
Profit and loss account		<u>(10,896)</u>	<u>(5,707)</u>
Total equity		<u>(10,776)</u>	<u>(5,587)</u>

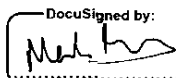
These financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - small entities. The Company has elected not to file a Profit and Loss Account.

For the period ending 28 February 2018 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the period in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved and authorised by the Board on 26/7/2018 | 11:10 BST and signed on its behalf by:

DocuSigned by:


 Director
 Martin East

The notes on pages 3 to 12 form an integral part of these financial statements.

Seaford Specsavers Limited

Notes to the Financial Statements for the Period from 1 January 2017 to 28 February 2018

1 General information

The company is a private company limited by share capital incorporated in the United Kingdom.

The address of its registered office is:

Forum 6
Parkway
Solent Business Park
Whiteley, Fareham
United Kingdom
PO15 7PA

2 Change of reporting date

The financial year end of the Company was changed from 31 December to 28 February so as to be coterminous with the year end of its ultimate parent company. Accordingly, the current year's period of account is for the 14 months from 1 January 2017 to 28 February 2018. As a result, the comparative figures stated in the profit and loss account, statement of comprehensive income, statement of changes in equity and the related notes are not directly comparable with those presented for the current period.

3 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements have been prepared in accordance with the provision of Financial Reporting Standard 102 Section 1A - small entities.

Basis of preparation

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

The financial statements are prepared in sterling which is the functional currency of the company and are rounded to the nearest £.

Seaford Specsavers Limited

Notes to the Financial Statements for the Period from 1 January 2017 to 28 February 2018

3 Accounting policies (continued)

Revenue recognition

Revenue is recognised to the extent that the Company obtains the right to consideration in exchange for its performance. Revenue represents the amount charged, net of value added tax, by the company as a wholesaler for goods provided to the company's retail subsidiary during the period. The following criteria must also be met before revenue is recognised:

Revenue from the sale of goods and services is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on dispatch of the goods, or when services are provided and the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Deferred revenue arises when cash is received in advance of revenue being earned, either in the form of deposits received for spectacles which have not been collected or direct debit payments received for contact lenses in advance of delivery of the lenses to the customer. Deferred revenue is a liability on the Balance Sheet until it is earned.

Seaford Specsavers Limited

Notes to the Financial Statements for the Period from 1 January 2017 to 28 February 2018

3 Accounting policies (continued)

Tax

Current tax is provided at amounts expected to be paid (or recovered) using tax rates and laws which have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences which are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements, except that unrelieved tax losses and other deferred tax assets are recognised only to the extent that the directors consider that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Key areas of estimation uncertainty and judgments

Impairment of non-financial assets

Where there are indicators of impairment of individual assets, the company performs impairment tests based on fair value less costs to sell or a value in use calculation. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction on similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the company is not yet committed to or significant future investments that will enhance the performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash flows and the growth rate used for extrapolation purposes.

Taxation

Management estimation is required to determine the amount of deferred tax assets that can be recognised, based upon likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies.

Tangible fixed assets

Tangible assets are stated in the Balance Sheet at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is provided on a straight line basis at the following rates in order to write off the cost less estimated residual value of each asset over its' estimated useful life (or if held under a finance lease, over the lease term, whichever is the shorter):

Asset class	Depreciation method and rate
Furniture, fittings and equipment	14-25% on cost
Motor vehicles	25% on cost
Other property, plant and equipment	14-33% on cost

Seaford Specsavers Limited

Notes to the Financial Statements for the Period from 1 January 2017 to 28 February 2018

3 Accounting policies (continued)

Impairment of non-financial fixed assets

The company assesses at each reporting date whether an asset may be impaired. If any such indication exists the company estimates the recoverable amount of the asset. If it is not possible to estimate the recoverable amount of the individual asset, the company estimates the recoverable amount of the cash generating unit to which the asset belongs. The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to sell and its value in use. If the recoverable amount is less than its carrying amount, the carrying amount of the asset is impaired and it is reduced to its recoverable amount through an impairment in profit and loss unless the asset is carried at a revalued amount where the impairment loss of a revalued asset is a revaluation decrease. An impairment loss recognised for all assets is reversed in a subsequent period if and only if the reasons for the impairment loss have ceased to apply.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value. The directors have included the balances owed to and from Specsavers Finance (Guernsey) Limited, the Group Treasury Company within cash equivalents. If the overall cash balance with the Group Treasury Company is overdrawn, this is classified as a current liability alongside any other overdrawn external cash balances.

Short term debtors and creditors

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the profit and loss account in other operating expenses.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the weighted average method. At each reporting date, stocks are assessed for impairment. If stocks are impaired, the carrying amount is reduced to its selling price less costs to complete and sell; the impairment loss is recognised immediately in profit or loss.

Hire purchase and leasing commitments

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee.

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over the useful life of the asset in the same manner as other property, plant and equipment. A corresponding liability is recognised for the lower of the fair value of the leased asset and the present value of the minimum lease payments in the balance sheet. Lease payments are apportioned between the reduction of the lease liability and finance charges in the profit and loss account, so as to achieve a constant rate of interest on the remaining balance of the liability.

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the profit and loss account on a straight-line basis over the period of the lease. Lease incentives are recognised over the lease term on a straight line basis.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Seaford Specsavers Limited

Notes to the Financial Statements for the Period from 1 January 2017 to 28 February 2018

3 Accounting policies (continued)

Dividends

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

Dividend Income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably).

Investments

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

Group Accounts

The Group is small sized and as a result the parent company has taken advantage of the exemption available not to prepare statutory consolidated financial statements granted under Section 398 of the Companies Act 2006. Accordingly these financial statements present information about the company as an individual undertaking and not about its group.

4 Staff numbers

The average number of persons employed by the company (including directors) during the period, was 0 (2016 : 0).

Seaford Specsavers Limited

Notes to the Financial Statements for the Period from 1 January 2017 to 28 February 2018

5 Tangible assets

	Furniture, fittings and equipment £	Other property, plant and equipment £	Total £
Cost or valuation			
At 1 January 2017	100,417	121,654	222,071
Additions	-	11,965	11,965
Disposals	-	(18,186)	(18,186)
At 28 February 2018	<u>100,417</u>	<u>115,433</u>	<u>215,850</u>
Depreciation			
At 1 January 2017	48,505	98,658	147,163
Charge for the period	17,851	10,313	28,164
Eliminated on disposal	-	(18,186)	(18,186)
At 28 February 2018	<u>66,356</u>	<u>90,785</u>	<u>157,141</u>
Carrying amount			
At 28 February 2018	<u>34,061</u>	<u>24,648</u>	<u>58,709</u>
At 31 December 2016	<u>51,912</u>	<u>22,996</u>	<u>74,908</u>

6 Investments

	2018 £	2016 £
Investments in subsidiaries	<u>120</u>	<u>120</u>
Subsidiaries		£
Cost or valuation		
At 1 January 2016 and 28 February 2018		<u>120</u>
Carrying amount		
At 28 February 2018		<u>120</u>
At 31 December 2016		<u>120</u>

Seaford Specsavers Limited

Notes to the Financial Statements for the Period from 1 January 2017 to 28 February 2018

7 Debtors

	Note	28 February 2018 £	31 December 2016 £
Other debtors		388	60
Amounts owed by related parties	13	3,405	-
Prepayments		2,622	4,000
Deferred tax assets		4,001	2,639
Total trade and other debtors		<u>10,416</u>	<u>6,699</u>

Total trade and other debtors

Deferred tax assets of £4,001 (2016: £2,639) are classified as non current.

8 Cash and cash equivalents

	Note	28 February 2018 £	31 December 2016 £
Group Treasury Company	13	46	135
		<u>46</u>	<u>135</u>

9 Creditors

	Note	28 February 2018 £	31 December 2016 £
Due within one year			
Loans and borrowings	10	9,437	58,467
Trade creditors		1,600	1,513
Taxation and social security		1,309	3,439
Amounts owed to related parties	13	82,629	31,084
Deferred income		129	776
Deferred Rent		400	400
Accrued expenses		-	1,601
		<u>95,504</u>	<u>97,280</u>
Due after one year			
Loans and borrowings	10	-	4,079
Deferred income		-	258
Deferred Rent		2,487	2,953
		<u>2,487</u>	<u>7,290</u>

Seaford Specsavers Limited

Notes to the Financial Statements for the Period from 1 January 2017 to 28 February 2018

10 Loans and borrowings

	Note	28 February 2018 £	31 December 2016 £
Current loans and borrowings			
Group Treasury Company loan	13	6,756	10,819
Finance lease liabilities		2,681	8,388
Directors' loans	13	-	39,260
		<u>9,437</u>	<u>58,467</u>
 Non-current loans and borrowings			
Finance lease liabilities		<u>-</u>	<u>4,079</u>

The finance lease liabilities shown within the loans and borrowings notes are secured against the underlying assets.

11 Financial commitments, guarantees and contingencies

Operating lease commitments

At 28 February 2018, the company had total commitments under non-cancellable operating leases over the remaining life of those leases of £115,467 (2016: £134,133).

12 Share capital

Allotted, called up and fully paid shares

	28 February 2018		31 December 2016	
	No.	£	No.	£
"A" Ordinary of £0.50 each	120	60	120	60
"B" Ordinary of £0.50 each	120	60	120	60
	<u>240</u>	<u>120</u>	<u>240</u>	<u>120</u>

Seaford Specsavers Limited

Notes to the Financial Statements for the Period from 1 January 2017 to 28 February 2018

12 Share capital (continued)

Rights, preferences and restrictions

In accordance with the Articles of Association the following rights attach to shares: a) to "A" shares, the right to receive that part (including the whole) of the profits of the company which the directors shall, from time to time, determine to distribute as dividends. b) to "B" shares, the right to appoint the chairman of the board of directors and of the general meeting of the company. The "B" shares are held by Specsavers UK Holdings Limited. In all other respects both classes of share carry equal rights over the assets of the company, subject to those provisions as laid out in the shareholders' agreement.

13 Related party transactions

During the period the company entered into transactions, in the ordinary course of business, with other related parties. Trading balances outstanding at 28 February 2018, are as follows:

	Parent £	Subsidiary £	Other group undertakings £
2018			
Assets	-	-	3,451
	-	-	-
2016			
Assets	-	-	135
	-	-	-
2018			
Liabilities	13,284	34,120	41,981
	-	-	-
2016			
Liabilities	6,364	2,912	32,627
	-	-	-

Directors' loans

	At 1 January 2017 £	Advances/ credits £	Repayments £	Other £	Written off £	Waived £	At 28 February 2018 £
2018							
Martin Richard East	39,260	-	(39,260)	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
2016							
Martin Richard East	61,728	-	(22,468)	-	-	-	39,260
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-

Seaford Specsavers Limited

Notes to the Financial Statements for the Period from 1 January 2017 to 28 February 2018

13 Related party transactions (continued)

Unless otherwise agreed by the Shareholders each Loan advanced to the Company under clause 2.1.4 of the standard shareholders agreement shall:

1. not bear interest until 12 months after the date on which such Loan is advanced to the Company.
2. shall bear interest at a fixed rate equal to the standard Specsavers Finance (Guernsey) Limited rate published from time to time, discounted by 1%. Such interest to be compounded and capitalised into such Loan, to be payable in equal monthly instalments with the first interest payment being due on the date which is one month following the period of 12 months after the date on which such Loan is advanced to the Company.
3. subject to clause 2.4 of the standard shareholders agreement be repaid to the relevant Shareholder pro rata over the period of 36 months by equal monthly payments starting on the date which is one month following the period of 12 months after the date on which such Loan is advanced to the Company.

All other directors' loans shall be repayable on demand or according to defined terms as per the agreement.

14 Parent and ultimate parent undertaking

As at the period end Specsavers International Healthcare Limited was the ultimate parent company of Seaford Specsavers Limited. Mr and Mrs Perkins have the controlling interest in the ordinary share capital of Specsavers International Healthcare Limited, the ultimate parent company. Specsavers International Healthcare Limited is a Guernsey registered company and its accounts are not available to the public.

Specsavers UK Holdings Limited is the parent company of the smallest group for which consolidated financial statements are drawn up and in which Seaford Specsavers Limited is a member. Specsavers UK Holdings Limited registered office is:

Forum 6
Parkway
Solent Business Park
Whiteley
Fareham
Hampshire
PO15 7PA

15 Events after the reporting period

The financial statements do not reflect dividends paid after the period ended 28 February 2018, which will be accounted for in the shareholders' equity as an appropriation of retained earnings in the year ended 28 February 2019. The company has controls in place to ensure that there are sufficient retained earnings to cover dividend payments based on the latest available management information at the dividend declaration date, so that the company remains in a net asset position.

The cost of disclosing and repeatedly updating the quantum of these dividends, right up to the date of signing the financial statements is therefore considered to exceed any benefit to the users thereof.