

Beaconsfield Group Holdings Limited

Unaudited Report and Financial Statements

27 January 2019



Company Information

Directors

I A Watson

Auditors

Ernst & Young LLP
2 St Peter's Square
Manchester M2 3EY

Bankers

HSBC
4 Hardman Square
Spinningfields
Manchester M3 3EB

Lloyds Bank plc
40 Spring Gardens
Manchester M2 1EN

Solicitors

DLA Piper UK LLP
1 St. Peter's Square
Manchester M2 3DE

Registered Office

2 Peel Road
West Pimbo
Skelmersdale
Lancashire WN8 9PT
United Kingdom

Directors' report

The directors present their report and financial statements for the 52 weeks ended 27 January 2019.

Results and dividends

The company was dormant throughout the period. The profit for the period after taxation amounted to £nil (52 weeks ended 28 January 2018 – £nil). The directors do not recommend a final dividend (52 weeks ended 28 January 2018 – £nil).

Directors

The directors who served the company during the period, and subsequently, were as follows:

S J Houlgrave (resigned 12 April 2018)

S E Prowse (resigned 8 March 2019)

R C Perkins (resigned 2 October 2019)

A J Buckley (appointed 22 August 2018 and resigned 20 May 2019)

I A Watson (appointed 7 May 2019)

Statement of directors' responsibilities

The directors are responsible for preparing 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 directors have 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 directors must not approve the financial statements unless they are 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 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; and
- 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 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.

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

By order of the Board



I A Watson
Chief Executive Officer

Profit and loss account

for the 52 weeks ended 27 January 2019

	<i>52 weeks ended 27 January 2019 £000</i>	<i>52 weeks ended 28 January 2018 £000</i>
<i>Profit on ordinary activities before taxation</i>	—	—
<i>Tax</i>	—	—
<i>Profit for the financial period</i>	—	—

All amounts relate to continuing activities.

Statement of total recognised gains and losses

for the 52 weeks ended 27 January 2019

There are no recognised gains or losses other than the profit attributable to the shareholders of the company of £nil in the 52 weeks ended 27 January 2019 (52 weeks ended 28 January 2018 – £nil).

Balance sheet

at 27 January 2019

		27 January 2019 £000	28 January 2018 £000
	Notes		
Fixed assets			
Investments	4	47,540	47,540
Current assets			
Debtors	5	9,549	9,549
		9,549	9,549
Creditors: amounts falling due within one year	6	(54,444)	(54,444)
Net current liabilities		(44,895)	(44,895)
Total assets less current liabilities		2,645	2,645
Creditors: amounts falling due after more than one year	7	(100)	(100)
Net assets		2,545	2,545
Capital and reserves			
Called up share capital	8	2,760	2,760
Profit and loss account		(215)	(215)
Shareholders' funds	9	2,545	2,545

For the financial year in question the company was entitled to exemption under section 477 of the companies Act 2006 relating to small companies.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476. The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts. These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.'

These financial statements were approved for issue by the Board of Directors and were signed on its behalf by:



I A Watson
Chief Executive Officer

Notes to the financial statements

for the 52 weeks ended 27 January 2019

1. Accounting policies

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom.

In accordance with FRS 102 35.10(m), the company has taken advantage of the exemption from preparing its financial statements in accordance with FRS102, on the grounds that the company qualifies as a dormant company. The directors have elected to retain the company's accounting policies, as stated below, for reported assets, liabilities and equity at the date of transition to this FRS until there is any change to those balances or the company undertakes any new transactions.

Group financial statements

The company has taken advantage of the exemptions under FRS 102 not to prepare group financial statements as it is included within the financial statements of Galaxy Topco Limited, a parent undertaking.

These financial statements present information about the company as an individual undertaking and not about its group.

Statement of cash flows

The company has taken advantage of the exemption in FRS 102 from the requirement to produce a statement of cash flow on the grounds that it is a subsidiary undertaking where 90 percent or more of the voting rights are controlled within the group.

Investments

Fixed asset investments are recorded at cost, less amounts written off.

The carrying values of fixed asset investments are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Interest-bearing loans and borrowings

All interest-bearing loans and borrowings are initially recognised at net proceeds. After initial recognition debt is increased by the finance cost in respect of the reporting period and reduced by payments made in respect of the debts of the period.

Finance costs of debt are allocated over the term of the debt at a constant rate on the carrying amount.

Taxation

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with the following exception:

- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

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.

Notes to the financial statements

for the 52 weeks ended 27 January 2019

1. Accounting policies (continued)

Equity Instruments

An equity instrument is a contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Accordingly, a financial instrument is treated as equity if:

- There is no contractual obligation to deliver cash or other financial assets or to exchange financial assets or liabilities on terms that may be unfavourable; and
- The instrument is a non-derivative that contains no contractual obligations to deliver a variable number of shares or is a derivative that will be settled only by the Group exchanging a fixed amount of cash or other assets for a fixed number of the Group's own equity instruments.

When shares are issued, any component that creates a financial liability of the company or group is presented as a liability in the balance sheet; measured initially at fair value net of transaction costs and thereafter at amortised cost until extinguished on conversion or redemption. The corresponding dividends relating to the liability component are charged as interest expense in the income statement.

The initial fair value of the liability component is determined using a market rate for an equivalent liability without a conversion feature.

The remainder of the proceeds on issue is allocated to the equity component and included in shareholders' equity, net of transaction costs. The carrying amount of the equity component is not re-measured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the shares based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

The company's 12% cumulative redeemable preference shares have been accounted for as such a hybrid instrument.

2. Directors' remuneration

The directors' aggregate remuneration in respect of qualifying services were £nil (52 weeks ended 28 January 2018 – £nil).

3. Staff costs

The company did not have any employees during the period or in the prior year.

Notes to the financial statements

for the 52 weeks ended 27 January 2019

4. Investments

*Subsidiary
undertakings
£000*

Cost and net book value:

At 28 January 2018 and 27 January 2019

47,540

Principal fixed asset investments:

<i>Name of company</i>	<i>Class of share</i>	<i>Proportion held</i>	<i>Country of incorporation</i>	<i>Nature of business</i>
Hotter Limited ^	Ordinary	100%	UK	Parent undertaking
Beaconsfield Footwear Limited *	Ordinary	100%	UK	Footwear retailer
Comfort Concept Limited *	Ordinary	100%	UK	Dormant

^ – held directly by Beaconsfield Group Holdings Limited

* – held directly by other subsidiary undertakings

The company's voting rights in respect of the investments are held in the same proportion as the company's share of the ordinary share capital of each company.

5. Debtors

	<i>27 January 2019 £000</i>	<i>28 January 2018 £000</i>
Other debtors	3	3
Amounts owed by group undertakings	<u>9,546</u>	<u>9,546</u>
	<u>9,549</u>	<u>9,549</u>

Amounts owed by group undertakings are interest free and repayable on demand.

Notes to the financial statements

for the 52 weeks ended 27 January 2019

6. Creditors: amounts falling due within one year

	27 January 2019 £000	28 January 2018 £000
Amounts owed to group undertakings	<u>54,444</u>	<u>54,444</u>

Whilst the directors have received confirmation from the directors of the relevant group company the intercompany creditor will not be called for repayment within 1 year, there are no formal repayment terms and as such, it has been reclassified as due within one year.

Included within amounts owed to group undertakings is a dividend payable on preference shares of £68,468 (52 weeks ended 28 January 2018 – £68,468). These shares are classified as a liability under FRS 25.

7. Creditors: amounts falling due after more than one year

	27 January 2019 £000	28 January 2018 £000
12% convertible cumulative redeemable preference shares of £0.01 each (classified as a liability under FRS 25)	<u>100</u>	<u>100</u>
	100	100

8. Issued share capital

		27 January 2019 £000		28 January 2018
<i>Allotted, called up and fully paid</i>	<i>No.</i>		<i>No.</i>	
"A" Ordinary shares of £0.01 each	144,000,000	1,440	144,000,000	1,440
"B" Ordinary shares of £0.01 each	132,000,000	<u>1,320</u>	132,000,000	<u>1,320</u>
		<u>2,760</u>		<u>2,760</u>
12% convertible cumulative "A" redeemable preference shares of £0.01 each (classified as a liability under FRS 25)	5,000,000	50	5,000,000	50
12% convertible cumulative "B" redeemable preference shares of £0.01 each (classified as a liability under FRS 25)	5,000,000	<u>50</u>	5,000,000	<u>50</u>
		<u>2,860</u>		<u>2,860</u>

The company has authorised, issued and fully paid 10,000,000 12% convertible redeemable cumulative preference shares of £0.01 each classified as liabilities under FRS 25. These shares do not carry voting rights. On a winding up of the company the preference shareholders have a right to receive, in preference to payments to ordinary shareholders, £0.01 per share plus any accrued dividend.

Notes to the financial statements

for the 52 weeks ended 27 January 2019

9. Reconciliation of shareholders' funds

	27 January 2019 £000	28 January 2018 £000
Profit on ordinary activities after taxation	—	—
Net increase in shareholders' funds	—	—
Opening shareholders' funds	2,545	2,545
Closing shareholders' funds	2,545	2,545

10. Related party transactions

There were no related party transactions during the period.

The company has taken advantage of the exemption conferred under FRS 8 paragraph 3 in respect of disclosure of transactions with other wholly owned members of the Galaxy Topco Limited Group.

11. Ultimate parent undertaking and controlling party

At 27 January 2019, the company was a subsidiary of Hotter Holdings Limited.

The entire issued share capital of the company is indirectly owned by Galaxy Topco Limited; a company incorporated in Great Britain and registered in England and Wales.

The ultimate parent undertaking is Galaxy Topco Limited; a company incorporated in Great Britain and registered in England and Wales. 97% of the issued share capital of the company is held by Electra Private Equity plc, the controlling party.

The smallest and largest group in which the results of the company are consolidated is Galaxy Topco Limited. The group financial statements of Galaxy Topco Limited can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.