Jaeger Limited Annual report and financial statements for the period ended 28 February 2015

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Annual report and financial statements for the period ended 28 February 2015

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Directors and advisers for the period ended 28 February 2015

Directors

N I B Sanders (resigned 23 June 2014)
C G Henry (resigned 12 September 2015)
F M Timothy (resigned 26 March 2014)
T C A Wright
M N K Aldridge (appointed 18 June 2014, resigned 29 April 2015)
H S Atwal (appointed 22 July 2014)
P W Williams (appointed 25 November 2014, resigned 15 May 2015)
S C Pilling (appointed 29 April 2015)

Company secretaries

R M Warwick-Saunders

Registered office

Jaeger House 57 Broadwick Street London W1F 9QS

Independent auditor

KPMG LLP Botanic House 100 Hills Road Cambridge CB2 1AR

Solicitors

Macfarlanes 20 Curistor Street London EC4A 1LT

Bankers

Lloyds Bank Plc 25 Gresham Street London EC2 7HN

Strategic report for the period ended 28 February 2015

Principal activity and review of the business

The group's principal activity is the retailing and wholesaling of Jaeger womenswear and menswear fashion products. The company's principal activity is that of a holding company

Fotal sales increased 6% to £84 2m for the full period, up 8% on a like-for-like basis. This was supported by strong trading online where sales increased by 42% compared to the same period last year. This increase was driven by continued investment into the online platform over the financial period with mobile and tablet sales increasing from 29% to 36% of all online sales. This investment has continued in the current period with a new website launched in February 2015 and we expect online sales to continue to grow at double digit rates for the next few years. Our new concept stores in the King's Road Chelsea (opened in September 2014) and Belfast (opened in November 2014) have both performed ahead of the chain since launch and offer an encouraging blueprint for future store openings. This concept will be rolled out into further new store openings in the current financial year starting with the relocation of the Edinburgh store.

Trading over the last financial period was impacted by the mild weather experienced in September and October impacting the coats and knitwear categories in particular. This was compounded by competitor activity which resulted in more stock being held by the business leading up to the Christmas sale period. The business was able to successfully trade the stock and end the financial period with less aged stock than the prior year however this came at the expense of margin with the gross margin reducing from 56% to 54%. Womenswear sales were 4% ahead of last year, driven by strong sales in Outerwear (+20%) and Knitwear (+9%) offset by reduction in Dresses (-15%). Menswear sales were 15% ahead of last year, following strong sales in Suits (+10%), Shirts (+8%) and Jackets (+31%).

Closing stock levels were higher than last year, reflecting the earlier intake of Spring Summer 15 stock leading up to the period end

Gross margin percentage was down 2% on the year, primarily due to the additional markdown activity required for the period end sale

The main KPI's that the business uses to measure its performance are sales revenue, gross margin, EBITDA excluding exceptional items and operating cash flow. The results for these measures for the period are shown below

Financial results

- manetal results	Period ended 28 February 2015 £'000	Period ended 1 March 2014 £'000
Revenue	84,188	79,426
Gross profit margin	45,324 54%	·
Operating loss	(8,141)	(10,904)
EBITDA (excluding exceptional items)	(4,071)	(2,557)
Operating cash flow	(8,993)	(6.817)

Strategic report for the period ended 28 February 2015 (continued)

Financial results (continued)

The group is primarily owned by a private equity investor. The investor loan notes issued by the group are controlled by the ultimate shareholders and carry no cash coupon. For statutory accounts purposes these items are accounted for as debt. Set out below are the pro-forma consolidated profit and loss account and balance sheet illustrating how the statements would look if these interest bearing shareholder loans were aggregated with other shareholder's deficit.

Pro forma consolidated profit and toss account	Period ended 28 February 2015 £'000	Period ended 1 March 2014 £'000
Turnover	84,188	79,426
Total cost of sales	(38,864)	(35,037)
Gross profit	45,324	44,389
Administrative expenses Other operating income Amortisation of goodwill	(52,985) 655 (1,135)	(54,790) 632 (1,135)
Operating loss	(8,141)	(10,904)
Interest receivable and similar income Interest payable and similar charges	2 (36)	(97)
Loss on ordinary activities before taxation	(8,175)	(10,998)
Tax on loss on ordinary activities	-	•
Loss for the financial period	(8,175)	(10,998)

Strategic report for the period ended 28 February 2015 (continued)

Financial results (continued)

Pro forma consolidated	balance sheet
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Pro forma consolidated balance sheet	28 February 2015 £'000	1 March 2014 £'000
Fixed assets		
Intangible assets Tangible assets	19,494 9,439	20,629 7,023
	28,933	27,652
Current assets	0.200	0.000
Stocks Debtors	9,389 5,202	8,233
Cash at bank and in hand	3,072	5,559 1,447
	17,663	15,239
Creditors - amounts falling due within one year	(11,195)	(13,486)
Net current assets	6,468	1,753
Total assets less current liabilities	35,401	29,405
Provision for liabilities and charges	(5,192)	(6,328)
Net assets	30,209	23,077
Capital and reserves		
Called up share capital	2,004	2,004
Shareholder related borrowings	53,853	38,017
Hedging reserve Profit and loss account	(529) (25,119)	(16,944)
Total shareholders' funds	30,209	23,077

Strategic report for the period ended 28 February 2015 (continued)

Financial results (continued)

During the period, the Jaeger group of companies have received a total of £16 0m of further investment from the ultimate parent BECAP12 GP Limited. The investment was used to refurbish existing stores and roll-out new stores, continue IT and website improvements and fund working capital.

Subsequent to the period end the Jaeger group of companies have received an additional £10 0m of investment from the ultimate parent BECAP12 GP Limited to further invest in capital expenditure and fund working capital. The investment represents a continued endorsement of the business by its investors.

Principal risks and uncertainties

The key business risks and uncertainties affecting the group are considered to relate to competition, changing market conditions and business interruption caused by external factors. The directors aim to mitigate these risks through effective management of the business and planning for any adverse changes to the business.

The company's principal business risks are summarised below, together with the key processes which are in place to monitor and manage them

Market risks

The markets we serve are subject to fluctuation in demand by customers, which are linked to the wider economic environment. The company monitors market development and reflects these in its business planning processes.

Operational risks

Operational risks refers to the risk of financial loss from issues relating to internal process, people and systems. The company manages this area of risk through internal controls and intervention when required, together with management reporting systems and appropriate insurance cover.

Liquidity risks

Liquidity risk refers to the risk that the company may be unable to fund its ongoing cash requirements. The company manages and monitors its liquidity position using treasury tools such as rolling cash flow forecasts and regular cash reviews.

Foreign exchange risks

The group has exposure to a number of foreign currencies through its purchase and sale of products and operating branches outside of the UK Exposure is principally to Euros, and Canadian, US and Hong Kong Dollars. The group takes out forward foreign currency contracts to mitigate the risk

The directors are satisfied that the appropriate processes are in place to monitor the risks facing the company

S C Pilling Director

|9 October 2015

Directors report for the period ended 28 February 2015

The directors present their report and the audited consolidated financial statements of the company and the group for the period from 2 March 2014 to 28 February 2015. The comparable period is from 24 February 2013 to 1 March 2014.

Results and dividends

The directors do not recommend the payment of a dividend (2014 £nil)

Charitable and political donations

A charitable donation of £14,001 was made in the period (2014 £1,724) No political donations were made during the period (2014 £nil)

Employees

Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the company continues and that appropriate training is arranged. It is the policy of the company that the training, career development and promotion of a disabled person should, as far as possible, be identical to that of a person who does not suffer from a disability

Consultation with employees or their representatives has continued at all levels, with the aim of ensuring that views are taken into account when decisions are made that are likely to affect their interests and that all employees are aware of the financial and economic performance of their business unit and of the company as a whole Communication with all employees continues through internal newsletters, briefing groups and electronic communications. The group encourages the involvement of its employees in the group's performance through its bonus scheme

Directors

The directors who held office during the period and subsequent to the period end are given below

N I B Sanders (resigned 23 June 2014)

C G Henry (resigned 12 September 2015)

F M Timothy (resigned 26 March 2014)

T C A Wright

M N K Aldridge (appointed 18 June 2014, resigned 29 April 2015)

H S Atwal (appointed 22 July 2014)

P W Williams (appointed 25 November 2014, resigned 15 May 2015)

S C Pilling (appointed 29 April 2015)

Subsequent to the period end, on 12 September 2015 Colin Henry stepped down from his position as Chief Executive with immediate effect. The company has a highly experienced executive team who will lead the business with the full support and assistance from Better Capital whilst a new Chief Executive is appointed.

Directors report for the period ended 28 February 2015 (continued)

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, 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 they have elected to prepare the group and parent company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice). 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 group and parent company and of their profit or loss for that period. In preparing each of the group and parent company financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements 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 group and parent company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Disclosure of information to auditor

The directors that held office at the date of approval of this directors report confirm that

- . So far as they are each aware, there is no relevant audit information of which the company's auditor is unaware, and
- Each director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information

Independent auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office

By order of the board

S.C. They

S C Pilling **Director**

19 October 2015

Independent auditor's report to the members of Jaeger Limited

We have audited the financial statements of Jaeger Limited for the period ended 28 February 2015 set out on pages 9 to 39 The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice)

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

Respective responsibilities of directors and auditor

As explained more fully in the statement of directors' responsibilities set out on page 7 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www frc org uk/auditscopeukprivate

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the group's and of the parent company's affairs as at 28 February 2015 and of the group's loss for the period then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the strategic report and the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company financial statements are not in agreement with the accounting records and returns, or
- · certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Matthew Lewis (Senior Statutory Auditor)
For and on behalf of KPMG LLP

For and on benail of KPMG LL

Chartered Accountants

100 Hills Road

Cambridge

CB2 IAR

19 October 2015

Consolidated profit and loss account for the period ended 28 February 2015

	Note	Period ended 28 February 2015 £'000	Period ended 1 March 2014 £'000
Turnover	1	84,188	79,426
Cost of sales excluding exceptional costs Cost of sales - exceptional items	9	(38,864)	(33,302) (1,735)
Total cost of sales		(38,864)	(35,037)
Gross profit		45,324	44,389
Administrative expenses excluding exceptional items Administrative expenses - exceptional items Amortisation of goodwill	9 10	(52,602) (383) (1,135)	(51,508) (3,282) (1,135)
		(54,120)	(55,925)
Other operating income		655	632
Operating loss		(8,141)	(10,904)
Interest receivable and similar income Interest payable and similar charges	3 3	2 (7,287)	3 (4,916)
Loss on ordinary activities before taxation	2	(15,426)	(15,817)
Tax on loss on ordinary activities	7	-	-
Loss for the financial period		(15,426)	(15,817)

The above results relate to continuing operations in both the current and previous period

The company has no recognised gains and losses other than the loss above and therefore no separate statement of total recognised gains and losses have been presented in either the current or previous period

There is no difference between the loss on ordinary activities before taxation and the loss for the financial period stated above and their historical cost equivalents

The notes on pages 12 to 39 form an integral part of these financial statements

Jaeger Limited

Consolidated balance sheet as at 28 February 2015

	Note	Group 28 February 2015 28 £'000	Company February 2015 £'000	Group 1 March 2014 £'000	Company 1 March 2014 £'000
Fixed assets					
Intangible assets	10	19,494	-	20,629	-
Investments	12	•	2,365	-	2,365
Tangible assets	11	9,439	-	7,023	
		28,933	2,365	27,652	2,365
Current assets					
Stocks	13	9,389	<u>-</u>	8,233	-
Debtors	14	5,202	1	5,559	30
Cash at bank and in hand		3,072	-	1,447	
		17,663	1	15,239	30
Creditors falling due within one year	15	(11,195)	(135)	(13,649)	(164)
Net current assets/(liabilities)		6,468	(134)	1,590	(134)
Total assets less current liabilities	 	35,401	2,231	29,242	2,231
Creditors falling due after one year	16	(67,434)	-	(44,184)	-
Provision for liabilities and charges	19	(5,192)	-	(6,328)	-
Net (liabilities)/assets		(37,225)	2,231	(21,270)	2,231
Capital and reserves					
Called up share capital	21	2,004	2,004	2,004	2,004
Hedging reserve	22	(529)		· -	-
Profit and loss account	22	(38,700)	227	(23,274)	227
Total shareholders' (deficit)/funds	23	(37,225)	2,231	(21,270)	2,231

The notes on pages 12 to 39 form an integral part of these financial statements

The financial statements on pages 9 to 39 were approved by the board of directors on 19 October 2015 and were signed on its behalf by

H S Atwal Director

Consolidated cash flow for the period ended 28 February 2015

	Note	Period ended 28 February 2015 £'000	Period ended 1 March 2014 £'000
Net cash outflow from operating activities	24	(8,993)	(6,817)
Returns on investment and servicing of finance Capital expenditure and financial investment Acquisitions	25 25	(35) (4,968) -	(94) (3,562) (1)
Cash outflow before management of liquid resources and financing		(13,996)	(10,474)
Financing	25	15,621	6,738
Net cash inflow/(outflow) for the period		1,625	(3,736)
Reconciliation of net cash flow to movement in net debt (note 26)			
Increase/(decrease) in cash in the period		1,625	(3,736)
Cash (inflow) from increase in borrowings Repayment of finance leases		(15,837) 216	(5,416) 681
Change in net debt resulting from cash flows		(13,996)	(8,471)
Interest accrued		(7,249)	(4,819)
Movement in net debt in the period	26	(21,245)	(13,290)
Net debt at the start of the period	26	(43,117)	(29,827)
Net debt at the end of the period	26	(64,362)	(43,117)

The notes on pages 12 to 39 form an integral part of these financial statements

Statement of accounting policies

The principal accounting policies, which have been consistently applied, are set out below

Basis of consolidation

The consolidated profit and loss account and consolidated balance sheet include the financial statements of the company and all its subsidiary undertakings made up to 28 February 2015. Intra group sales and profits are eliminated on consolidation. These policies have been applied down the group consistently through the group.

Basis of accounting

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable UK accounting standards

The company business activities together with the factors likely to affect its future development and position are set out in the directors' report

The financial statements have been prepared on the going concern basis, which the directors believe to be appropriate for the following reasons. The company is dependent for its working capital on funds provided to it by BECAP12 Fund LP, the ultimate parent company. The board of BECAP12 Fund LP have provided the company with an undertaking that, for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and will not seek repayment of amounts currently made available.

This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on another company for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of the financial statements, they have no reason to believe that it will not do so and thus they continue to adopt the going concern basis of accounting

The company has taken advantage of the exemption under S408 of the Companies Act 2006 from the requirement to present its own profit and loss account

The company is exempt under the terms of FRS 8 from disclosing related party transactions with other wholly owned entities that are part of the Jaeger group

Turnover

Turnover represents the invoiced value of goods supplied to third parties net of returns and value added tax. Turnover is recognised at the point of sale to the customer. Intra group sales are eliminated on consolidation

Royalty and licensing income

Royalty and licensing income represents amounts earned under agreements with third parties for the sale of Jaeger products or the use of the Jaeger brand name. Income is recognised on an accruals basis and is included within other operating income.

Lease premiums

Lease premiums arising on the re-negotiation of property leases are recognised within other operating income in the year they are received

Operating leases

Costs in respect of operating leases are charged to the profit and loss account on a straight line basis over the lease term

Exceptional items

The group classifies as exceptional those significant items that are a one-off in nature and do not reflect the underlying performance of the group

Statement of accounting policies (continued)

Investments in subsidiary undertakings

The cost of investments in subsidiary undertakings is recorded as cash paid and any further costs connected with the acquisition Provision is made where necessary to reduce the carrying value of an investment to its estimated recoverable amount where in the opinion of the directors, there has been impairment

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax is measured on a non-discounted basis

Deferred tax assets are recognised only to the extent that they are regarded as recoverable such that it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Tangible fixed assets and depreciation

Tangible fixed assets are stated at their historic purchase cost, less accumulated depreciation and, where appropriate, provision for impairment Costs includes the original purchase price of the asset and the cost of getting the asset to it's working condition for it's intended use. Depreciation is calculated so as to write-off the cost of the assets, less their estimated residual value, on a straight-line basis, over their estimated useful economic lives. The estimated useful economic lives are

Short leasehold properties

over period of lease

Fixtures, fittings and office equipment

4-5 years

Goodwill

Upon the acquisition of a business, goodwill is capitalised and written-off by monthly instalments over 20 years. Purchased goodwill represents the difference between the fair value of the separately identifiable tangible assets or liabilities acquired and the fair value of the consideration given. The Company evaluates the carrying value of goodwill in each financial year to determine if there has been any impairment in value which would result in the inability to recover the carrying amount. When it is determined that the carrying value exceeds the recoverable amount, the excess is written to the profit and loss account.

Stocks

Stocks are stated at the lower of weighted average cost and net realisable value. Costs represent all direct costs incurred in bringing stocks to their present state and location. Net realisable value is based on estimated selling price less further costs to be incurred to completion and disposal. Where necessary, provision is made for obsolete, slow moving and defective stocks.

Foreign currencies

Monetary assets and liabilities expressed in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date or at the agreed contractual rate. Transactions in foreign currency are translated at the rate ruling at the date of the transaction. All differences on exchange are taken to the profit and loss account in the period in which they arise

Onerous lease provision

Provision is made for future lease commitments on sites no longer used within the business, and onerous contracts

Dilapidation provision

Provision is made for the company's obligations to maintain properties to a standard as required by the leases to which it is a party

Statement of accounting policies (continued)

Store closure provisions

Provision is made for the costs of closing a store once the decision to close has become irreversible. Provision is also made for onerous lease commitments and dilapidation payments that have accrued on the closed store. Other holding costs of the store continue to be charged to the profit and loss account as incurred until disposal.

Finance leases

Leases are classified as finance leases where the terms of the lease transfer substantial all the risks and rewards of ownership to the Group All other leases are classified as operating leases

Property, plant and equipment held under finance leases are capitalised in the balance sheet at fair value of leased assets, or if lower, the present value of the minimum lease payments. Assets are depreciated over the shorter of their lease term and their expected useful lives. The interest element of leasing payments represents a constant proportion of the capital balance outstanding and is charged to the profit and loss account over the period of the lease.

Pensions

The group operates two defined contribution pension schemes which employees are eligible to join after three months employment. The costs relating to this scheme are charged to the profit and loss accounts as they fall due. The company provides no other post-retirement benefits to its employees.

Financial instruments and hedging

Non-derivative financial instruments

Non-derivative financial instruments comprise trade and other receivables, cash and cash equivalents, loans and borrowings, and trade and other payables

Trade and other receivables

Trade and other receivables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Trade and other payables

Trade and other payables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the group's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Statement of accounting policies (continued)

Financial instruments and hedging (continued)

Derivative financial instruments and hedging

Derivative financial instruments

The group enters into a number of future foreign currency deals to minimise exposure to the fluctuations in exchange rates. These are recognised in the balance sheet as a derivative financial instrument. Derivative financial instruments are recognised at fair value. The gain or loss on re-measurement to fair value is recognised immediately in profit or loss. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the item being hedged (see below).

Cash flow hedges

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability, or a highly probable forecast transaction, the effective part of any gain or loss on the derivative financial instrument is recognised directly in the hedging reserve. Any ineffective portion of the hedge is recognised immediately in the income statement.

When a hedging instrument expires or is sold, terminated or exercised, or the group revokes designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer expected to take place, the cumulative unrealised gain or loss recognised in equity is recognised in the income statement immediately

Notes to the financial statements for the period ended 28 February 2015

1 Turnover

The turnover, loss and net (liabilities)/assets arise in the United Kingdom from the principal activity of the group, which is retailing and wholesaling of Jaeger womenswear and menswear fashion products. The analysis of turnover by geographical destination is

Group	Period ended 28 February 2015 £'000	Period ended 1 March 2014 £'000
United Kingdom	79,120	74,287
Rest of Europe	4,016	4,054
Rest of the World	1,052	1,085
Total Turnover	84,188	79,426

2 Loss on ordinary activities before taxation

	Period ended 28 February 2015 £'000	Period ended 1 March 2014 £'000
Group		
Loss on ordinary activities before taxation is stated after charging/(crediting):		
Depreciation on tangible fixed assets	2,298	2,195
Amortisation of intangible assets	1,135	1,135
Loss on disposal of tangible fixed assets	254	394
Operating lease rentals		
- Land and buildings	8,277	8,497
- Others	110	47
Royalty and licensing income	(159)	
Lease premium income	(96)	(50)
Related party income from liquidation payment	(182)	-
IT services provided	-	(72)
Rental income	(218)	(364)
Provision for loyalty scheme	-	(91)
Provision for onerous leases	(812)	(2,147)
Provision for dilapidations	(324)	36
Fees payable to the company's auditors for the audit of the annual financial statements	46	45
Fees payable to the company's auditors for other services		
- Tax services	16	16

Auditors' remuneration is £45,900 (2014 £45,000) and tax services are £16,000 (2014 £16,000) and were both borne by another group company

Notes to the financial statements for the period ended 28 February 2015 (continued)

3 Interest

Group.	Period ended 28 February 2015 £'000	Period ended 1 March 2014 £'000
Interest receivable and similar income Interest receivable on bank deposits Interest receivable on amounts owed by related parties	2 -	- 3
Total interest receivable and similar income	2	3
Interest payable and similar charges: Interest payable on bank loans and overdrafts Interest payable on finance leases Interest payable on amounts owed to related parties	(16) (20) (7,251)	(3) (94) (4,819)
Total interest payable and similar charges	(7,287)	(4,916)
Net interest payable and similar charges	(7,285)	(4,913)

4 Dividends

There were no dividends paid in the period (2014 £nil)

Notes to the financial statements for the period ended 28 February 2015 (continued)

5 Directors' emoluments

	Period ended 28 February 2015 £'000	Period ended 1 March 2014 £'000
Group:	<u> </u>	
Aggregate emoluments	609	726
Sums paid to third parties for director services	150	150
Employers contributions to defined contribution pension	55	53
	814	929

Emoluments paid to directors during the period in respect of services to the company and its subsidiary undertakings were paid by Jaeger London Limited The number of directors who received emoluments during the period was 7 (2014 8)

	Period ended 28 February 2015 £'000	Period ended 1 March 2014 £'000
Highest paid director Aggregate emoluments	368	406
Employers contributions to defined contribution pension schemes	35	38
	403	444

Notes to the financial statements for the period ended 28 February 2015 (continued)

6 Employees

The average numbers employed by the company (including executive directors) during the period were

28 F	od ended February 2015 Number	
	856	911
The costs incurred in respect of these employees were		
	od ended February 2015 £'000	
Group		
Wages and salaries	16,127	
Social security costs Other pension costs	1,244 266	
	17,637	17,700

Notes to the financial statements for the period ended 28 February 2015 (continued)

7 Tax on loss on ordinary activities

Group	Period ended 28 February 2015 £'000	
Loss on ordinary activities before taxation	(15,426)	(15,817)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK 21 19% (2014 23 09%)	(3,269)	(3,652)
Effects of		
Fixed asset differences	194	-
Expenses not deductible for tax purposes	1,858	2,154
Income not taxable for tax purposes	(209)	-
Other permanent differences	3	-
Impact of rate difference between deferred and current tax	-	201
Depreciation for year (in excess of)/less than capital allowances	(478)	248
Utilisation of tax losses and other deductions	(20)	-
Standard timing differences	-	426
Adjustments to brought forward values	(84)	-
Losses carried forward	2,005	623
Current tax charge for the period	-	-

A reduction in the UK corporation tax rate from 24% to 23% (effective 1 April 2013) was substantively enacted on 3 July 2012 Further reduction to 21% (effective 1 April 2014) and 20% (effective 1 April 2015) were substantively enacted on 2 July 2013. In the Budget on 8 July 2015, the Chancellor announced additional planned reductions to 18% by 2020. This will reduce the company's future current tax charge accordingly. The deferred tax asset at 28 February 2015 has been calculated based on the rate of 20% substantively enacted at the balance sheet date.

Notes to the financial statements for the period ended 28 February 2015 (continued)

8 Deferred tax

The amounts of deferred tax provided and unprovided are as follows

	Period ended 28 February 2015			
	Provided £'000	Unprovided £'000	Provided £'000	Unprovided £'000
Group				
Accelerated capital allowances	-	2,115		2,687
Short term timing differences	-	174	-	819
Carried forward trading losses	-	6,632	-	4,440
	-	8,921	•	7,946

The potential deferred tax asset has not been recognised in these financial statements since the company cannot be reasonably certain of the profile required which would allow the asset to crystallise

9 Exceptional items

There were a number of exceptional items incurred during this period as shown below

Comm	Period ended 28 February 2015 £'000	Period ended 1 March 2014 £'000
Group		
Everyteen land of color stores		
Exceptional cost of sales items Fair value financial liability	•	1,735
	-	1,735
		,
Exceptional administrative expenses items		
Provision for onerous contracts	281	145
Reorganisation costs	102	3,137
	383	3,282
Total exceptional items	383	5,017

In the prior period, the group adopted FRS 26 'Financial Instruments' Recognition and Measurement', which resulted in a charge to the profit and loss account of £1,735,000

A provision of £280,953 (2014 £145,000) was made in relation to onerous contracts in respect of loss making stores (note 19)

During the period the group continued a cost reduction programme. This has lead to exceptional costs of £101,708 (2014 £3,137,000) in the period

Notes to the financial statements for the period ended 28 February 2015 (continued)

10 Intangible assets

	Goodwill £'000
Group	
Cost 1 March 2014	22,710
28 February 2015	22,710
Accumulated Depreciation 1 March 2014 Charge for the period	2,081 1,135
28 February 2015	3,216
Net book value 28 February 2015	19,494
1 March 2014	20,629

The goodwill relates to the acquisition of the Jaeger group in $2012\,$

Jaeger Limited

Notes to the financial statements for the period ended 28 February 2015 (continued)

11 Tangible assets

Short leasehold properties £'000	Fixtures, fittings and office equipment £'000	Total £'000
	 	
4,624 137 (415)	20,888 4,831 (1,734)	25,512 4,968 (2,149)
4,346	23,985	28,331
2,901	15,588	18,489
		2,298
(215)	(1,680)	(1,895)
3,006	15,886	18,892
1,340	8,099	9,439
1,723	5,300	7,023
	leasehold properties £'000 4,624 137 (415) 4,346 2,901 320 (215) 3,006	Short leasehold office properties equipment £'000 4,624 20,888 137 4,831 (415) (1,734) 4,346 23,985 2,901 15,588 320 1,978 (215) (1,680) 3,006 15,886

There are no material differences between the book value of short leasehold properties and the market value (2014 none)

Notes to the financial statements for the period ended 28 February 2015 (continued)

12 Investments

Investments represent the cost of investments in subsidiary companies as follows

Investments in subsidiary undertaking £'000

Co	-	n	•	-	
% _U	ш	u	а	ш	в

Cost and Net book value	
At 1 March 2014 and 28 February 2015	2,365

In the opinion of the directors the recoverable amount of these subsidiaries is not less that the aggregate of the amounts at which those assets are included in the balance sheet

Details of the company's and group's subsidiary undertakings are provided below

Name of undertaking	Country of incorporation & operation	Principal activities	•	ied ordinary shares
•	•	•	Group %	Company %
BECAP Jaeger (UK) Limited	England	Holding Company	100	100
Jaeger Midco Limited	England	Dormant	100	-
Jaeger London Limited	England	Holding Company	100	-
Jaeger Holdings Limited	England	Holding Company	100	-
The Jaeger Company's Shops Limited	England	Retail distribution of Jaeger Clothing	100	-
The Jaeger Company Limited	England	Administration of group services and distribution of Jaeger Clothing	100	-
CV Financial Services Limited	England	In liquidation	100	-
Jaeger Danmark AS	Denmark	Retail distribution of Jaeger Clothing	100	-

BECAP A (Debt) Limited was dissolved on 17 June 2014

Notes to the financial statements for the period ended 28 February 2015 (continued)

13 Stocks

	28 February 2015 £'000	1 March 2014 £'000
Group Goods for resale	8,933	8,214
Raw materials	456	19
	9,389	8,233

In the opinion of the directors the replacement value of stock does not differ materially from the book value

14 Debtors

	Group 28 February 2015 £'000	Company 28 February 2015 £'000	Group 1 March 2014 £'000	Company 1 March 2014 £'000
Trade debtors	1,658	-	1,932	-
Amounts owed by subsidiary undertakings	-	-	-	30
Amounts owed by parent undertakings	1	1	-	_
Other debtors	442	-	536	-
Fair value financial asset (note 20)	125	-	-	-
Prepayments and accrued income	2,976	-	3,091	-
	5,202	1	5,559	30

Amounts owed by group undertakings are non interest bearing and have no date specified for repayment

Notes to the financial statements for the period ended 28 February 2015 (continued)

15 Creditors - amounts falling due within one year

	Group 28 February 2015 £'000	Company 28 February 2015 £'000	Group 1 March 2014 £'000	Company 1 March 2014 £'000
Trade creditors	5,103	-	6,594	_
Amounts owed to subsidiary undertakings	-	135	-	1
Amounts owed to parent undertakings	-	-	163	163
Finance leases (note 18)	-	-	216	-
Other tax and social security	1,713	-	1,835	-
Accruals and deferred income	3,585	-	3,605	-
Fair value financial liability (note 20)	654	-	1,135	-
Other creditors	140	-	101	-
	11,195	135	13,649	164

Amounts owed to group undertakings and parent group creditors are non interest bearing and have no date specified for repayment

16 Creditors - amounts falling due after one year

	Group 28 February 2015 £'000	Company 28 February 2015 £'000	Group I March 2014 £'000	Company 1 March 2014 £'000
Group Parent company loan notes	67,434	•	44,184	-
Total	67,434	-	44,184	-

During the prior period, the group paid down its existing group borrowings and replaced this with two loan notes - Loan A and Loan B (see note 17)

During the period, the group increased their parent company loan notes with the addition of Loan C (see note 17)

Notes to the financial statements for the period ended 28 February 2015 (continued)

17 Loans and borrowings

		2	2015 £'000	1 March 2014 £'000
Group			10.210	10.207
Ultimate parent company		A Loan Notes B Loan Notes	19,310 30,811	18,206 25,978
Ultimate parent company Ultimate parent company		C Loan Notes	17,313	-
		· · · · · · · · · · · · · · · · · · ·	67,434	44,184
Analysis by maturity				
28 February 2015	Ultimate parent company loan notes	Interest Accrued		Total £'000
More than five years	55,810	11,625	5	67,434
	Ultımate parent			
1 March 2014	company loan notes £'000	Interest accrued		Total £'000
More than five years	39,810	4,37	4	44,184

The loan notes are charged with interest rates as follows

A Loan note 6% B Loan note 18%

C Loan note 12%

The loan notes are listed on the Channel Islands Securities Exchange

Notes to the financial statements for the period ended 28 February 2015 (continued)

18 Finance leases

Finance leases are repayable as follows

	28 February 2015 £'000	1 March 2014 £'000
Group In one year or less	<u>-</u>	216
	-	216

The five finance leases in the prior period above had a range of interest rates between 7% and 22%

19 Provisions for liabilities and charges

	Onerous lease and contracts costs £'000	Leasehold dilapidation costs	Other provisions £'000	Total £'000
Group				
1 March 2014	1,715	3,751	862	6,328
Utılısed	(1,093)	(584)	-	(1,677)
Created	281	260	-	541
28 February 2015	903	3,427	862	5,192

The onerous lease and contracts provision and leasehold dilapidation's provision are described in the statement of accounting policies. These provisions will be utilised as the related lease and contract liabilities expire

Other provisions have been created to provide for loyalty scheme benefits that have been incurred in the financial period

Notes to the financial statements for the period ended 28 February 2015 (continued)

20 Financial Instruments

a) Accounting classifications and fair values.

The following table shows the carrying amounts of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

28 February 2015	Note	Fair Value - Hedging Instruments	Loans and receivables	Other financial liabilities	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value Forward exchange contracts	14	125	-	<u>-</u>	-	125	-	125
Financial assets not measured at fair value Trade and other debtors	14	-	5,077	-		-	-	5,077
Cash and cash equivalents		-	3,072	•	-	•	-	3,072
Financial liabilities measured at fair value Forward exchange contracts	15	654	-	-	-	654	-	654
Financial liabilities not measured at fair value				· · · · · · · · · · · · · · · · · · ·				
Trade and other creditors Parent company loan	15	-	-	10,541	-	-	-	10,541
notes	16	-	-	67,434	-	-	-	67,434

Notes to the financial statements for the period ended 28 February 2015 (continued)

20 Financial Instruments (continued)

1 March 2014	Note	Fair Value - Hedging L Instruments re		Other financial habilities	Level 1	Level 2	Level 3	Total
Financial assets not measured at fair value								
Trade and other debtors Cash and cash equivalents	14	-	5,559 1,447	-	-	-	-	5,559 1,447
Financial liabilities measured at fair value Forward exchange contracts	15	1,135	-	-	-	1,135	-	1,135
Financial liabilities not measured at fair value								
Finance Lease liabilities	15	•	-	216	-	-	-	216
Trade and other creditors	15	•	-	12,135	-	-	-	12,135
Intercompany creditors Parent company loan	15	-	-	163	-	-	-	163
notes	16	-	_	44,184	<u>-</u>	-	•	44,184

b) Measurement of fair values

The following table show the valuation techniques used in measuring Level 2 fair values, as well as the significant unobservable inputs used

Financial instruments measured at fair value

Туре	Valuation techniques	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurements
Forward exchange contracts	Market comparison technique The fair values are based on broker quotes Similar contracts are traded in an active market and the quotes reflect the actual transactions in similar instruments	Not applicable	Not applicable

Notes to the financial statements for the period ended 28 February 2015 (continued)

20 Financial Instruments (continued)

c) Financial risk management

The group has exposure to the following risks arising from financial instruments

Credit risk (see (c) (ii))

Liquidity risk (see (c) (iii))

Market risk (see (c) (iv))

(1) Risk management framework

The key business risks and uncertainties affecting the group are considered to relate to competition, changing market conditions and business interruption caused by external factors. The directors aim to mitigate these risks through effective management of the business and planning for any adverse changes to the business.

The group's operations expose it to a variety of financial risks that include foreign exchange risk, credit risk and liquidity risk. The group has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the group of these risks.

(11) Credit risk

The carrying amount of financial assets represents the maximum credit exposure

Trade and other debtors

The group has exposure to credit risk principally arising from sales to department stores and wholesale and franchise customers. This is mitigated by credit checks on new customers and close monitoring of individual accounts.

At 28 February 2015 and 1 March 2014, the maximum exposure to credit risk for trade debtors by geographical region was as follows

	28 February	1.14 0.014
	2015 £'000	1 March 2014 £'000
UK	1,449	1,636
Rest of Europe	97	204
Rest of the world	112	92
	1,658	1,932

At 28 February 2015 and 1 March 2014, the maximum exposure to credit risk for trade debtors by type of counterparty was as follows

	28 February 2015 £'000	1 March 2014 £'000
Wholesale customers	276	103
Concession customers	1,382	1,829
	1,658	1,932

Notes to the financial statements for the period ended 28 February 2015 (continued)

20 Financial Instruments (continued)

At 28 February 2015 and 1 March 2014, the ageing of trade debtors that were not impaired was as follows

	28 February 2015 £'000	1 March 2014 £'000
Neither past due nor impaired	1,559	1,872
Past due 1 - 30 days	95	50
Past due 31 - 90 days	4	10
	1,658	1,932

Management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historic payment behaviour and extensive analysis of customer credit risk

The movement in the allowance for impairment in respect of trade and other debtors during the year was as follows

	Individual Impairments £'000	Collective Impairments £'000
1 March 2014	200	-
28 February 2015	24	•

Cash and cash equivalents

The Group held cash and cash equivalents of £3,071,752 at 28 February 2015 (2014 £1,447,454) The cash and cash equivalents are held with bank and financial institution counterparties

(111) Liquidity risk

The group aims to mitigate liquidity risk by managing cash generated from and used by its operations and ensuring that funding in place is adequate for the requirement of the business

Notes to the financial statements for the period ended 28 February 2015 (continued)

20 Financial Instruments (continued)

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date

The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements

28 February 2015	Carrying amount £'000	Total £'000	Contractual Less than 1 year £'000	cash flows Between 2 and 5 years £'000	More than 5 years £'000
Derivative financial assets					
Forward exchange contracts (note 14)	125	125	125	-	-
Non-derivative financial liabilities					
Parent company loan notes (note 17) Trade creditors (note 15)	67,434 5,103	67,434 5,103	5,103	-	67,434 -
Derivative financial liabilities					
Forward exchange contracts (note 15)	654	654	654	-	

1 March 2014	Carrying amount £'000	Total £'000	Contractual of Less than 1 1 year £'000	eash flows Between 2 and 5 years £'000	More than 5 years £'000
Non-dei ivative financial liabilities					
Parent company loan notes (note 17)	44,184	44,184	•	-	44,184
Finance lease liabilities (note 18)	216	216	216	•	-
Trade creditors (note 15)	6,594	6,594	6,594	-	-
Parent group creditors (note 15)	163	163	163	-	-
Derivative financial liabilities					
Forward exchange contracts (note 15)	1,135	1,135	1,135	•	-

Notes to the financial statements for the period ended 28 February 2015 (continued)

20 Financial instruments (continued)

(iv) Market risk

The group has exposure to market risk principally from fluctuation in demand from customers, which is linked to changes in the wider economic environment

Currency risk

The group has exposure to a number of foreign currencies through its purchase and sale of products and operating branches outside of the UK Exposure is principally to Canadian, US, Hong Kong Dollars and Euros

At any point in time, the Group hedges approximately 75% of its estimated foreign currency exposure in respect of forecast purchases over the following twelve months

Interest risk

The parent company loan notes and finance leases are taken out at fixed rates of interest

21 Called up share capital

. .	28 February 2015 £'000	1 March 2014 £'000
Group and Company		
Allotted and fully paid 2,003,860 (2014 2,003,860) ordinary shares of £1 each	2,004	2,004

Notes to the financial statements for the period ended 28 February 2015 (continued)

22 Reserves

	Profit and loss account £'000	Hedging reserve £'000
Company		
I March 2014	227	-
28 February 2015	227	-
Group		
1 March 2014 Loss for the financial period Movement on hedging reserve	(23,274) (15,426)	- - (529)
28 February 2015	(38,700)	(529)

23 Reconciliation of movements in shareholders' (deficit)/funds

	Group 28 February 2015 £'000	Company 28 February 2015 £'000	Group 1 March 2014 £'000	Company 1 March 2014 £'000
Loss for the financial period New share capital issued Movement on hedging reserve	(15,426) - (529)	-	(15,817) 2,003	2,003
Net (reduction)/increase in shareholders' (deficit)/funds Opening shareholders' (deficit)/funds	(15,955) (21,270)	2,231	(13,814) (7,456)	2,003 228
Closing shareholders' (deficit)/funds	(37,225)	2,231	(21,270)	2,231

Notes to the financial statements for the period ended 28 February 2015 (continued)

24 Reconciliation of operating loss to net cash outflow from operating activities

	Period ended 28 February 2015 £'000	
Operating loss	(8,141)	(10,904)
Amortisation of goodwill	1,135	
Depreciation of tangible fixed assets	2,298	
Profit on disposal of tangible fixed assets	254	394
(Increase) / decrease in stocks	(1,156)	2,719
Decrease in debtors	482	843
Decrease in creditors	(2,729)	(3,199)
Decrease in provisions	(1,136)	-
Net cash outflow from operating activities	(8,993)	(6,817)

Notes to the financial statements for the period ended 28 February 2015 (continued)

25 Analysis of cash flows

	Period ended 28 February 2015 £'000	Period ended 1 March 2014 £'000
Returns on investment and servicing of finance		
Interest received	2	3
Interest paid	(17)	(3)
Interest element of finance leases	(20)	(94)
	(35)	(94)
Capital expenditure and financial investment		
Purchase of tangible fixed assets	(4,968)	(3,562)
	(4,968)	(3,562)
Acquisitions and disposals Purchase of subsidiary undertaking	-	(1)
	-	(1)
Financing		
Issue of ordinary share capital	-	2,003
Debt due within one year		(22.050)
Proceeds from short term borrowing	- (162)	(33,950)
Parent company loan repayments Debt due after more than one year	(163)	-
Issue of loan notes	16,000	39,366
Capital element of finance lease repayments	(216)	
	15,621	6,738

Notes to the financial statements for the period ended 28 February 2015 (continued)

26 Analysis of net debt

	At beginning of period £'000	Cash flow £'000	Interest accrued £'000	At end of period £'000
Cash at bank and in hand Debt due within one year Debt due after one year	1,447 (163) (44,185)	1,625 163 (16,000)	- - (7,249)	3,072 - (67,434)
Finance leases	(216)	216	•	-
Net debt	(43,117)	(13,996)	(7,249)	(64,362)

27 Capital commitments

Group	28 February 2015 £'000	1 March 2014 £'000
Contracts placed for future capital expenditure note provided in the financial statements	608	209

28 Financial commitments

At 28 February 2015 and 1 March 2014, the group had annual commitments under non-cancellable operating leases expiring as follows

28 February 2015 £'000	I March 2014 £'000
Land and buildings	
Within one year 1,000	27
Within two to five years 2,353	2,186
Over five years 5,143	6,923
8,496	9,136
Other operating leases	
Within one year -	11
Within two to five years 32	-
32	11

Notes to the financial statements for the period ended 28 February 2015 (continued)

29 Contingent liability

Certain companies in the Jaeger group, have guaranteed a fixed and floating charge over all property and other undertakings of the company to BECAP12 Fund LP, the ultimate parent company, associated with certain loan notes in issue within the group

30 Pensions

The group operates two defined contribution schemes through Jaeger London Limited A defined contribution scheme "Jaeger Group Personal Pension" for employees who were previously members of Coats Plc Pension Plan and another defined contribution scheme "Jaeger Group Stakeholder's Plan" for all other employees

The groups employees are eligible to participate in these pension schemes after completing three months of employment. The assets of both schemes are held separately from those of the group in an independently administered funds. The total pension cost for the group for the period was £265,679 (2014 £198,679) in relation to the defined contribution schemes. There are no outstanding or prepaid contributions at the balance sheet date.

31 Related party transactions

The company is exempt under the terms of FRS 8 from disclosing related party transactions with other wholly owned entities that are part of the Jaeger Limited group. Other related party transactions are detailled below

Better Capital LLP and BECAP12 Jaeger Ltd are related parties because they are part of the ultimate controlling party, BECAP12 GP Limited

The group has been recharged expenses totaling £180,676 (2014 £nil) by Better Capital LLP, and recharged expenses totaling £172,784 (2014 £nil) by BECAP12 Jaeger Ltd

At the period end, the amount due to Better Capital LLP was £nil (2014 £nil), and the amount due to BECAP12 Jaeger Ltd was £nil (2014 £nil)

32 Post balance sheet event

Subsequent to the year end the Jaeger group of companies have received a total of £10 0m of further investment from the ultimate parent BECAP12 Fund LP. The investment will be used to refurbish existing stores and roll-out new stores, continue IT and website improvements and fund working capital. The investment represents a continued endorsement of the business by its investors.

33 Ultimate parent undertaking

The company's immediate and ultimate parent company is BECAP12 Fund LP, a company with a registered office in Guernsey at Heritage Hall, Le Marchant Street, St Peter Port, Guernsey, GY1 4HY

34 Controlling party

The ultimate controlling party is BECAP12 GP Limited