

**Communis 2012 Limited**

**FOR THE PERIOD ENDED**

**31 DECEMBER 2012**

**Registered No. 08008318**



## **Communis 2012 Limited**

### **DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2012**

The directors present their report and Accounts for the period ended 31 December 2012

#### **PRINCIPAL ACTIVITY AND REVIEW OF DEVELOPMENTS**

The company was incorporated on 27 March 2012. The principal activity of the Company is to act as a holding company for the 2012 acquisitions, being Kieon Limited, Yomego Limited and The Garden Marketing Limited. Details are as follows:

On 18 April 2012, the whole of the issued share capital of Kieon Limited was acquired for a consideration of £956,000.

On 3 May 2012, the trade and assets of Yomego Limited were acquired for a consideration of £375,000.

On 14 June 2012, 49% of the voting shares of The Garden Marketing Limited were acquired for a consideration of £935,000.

#### **DIRECTORS**

The following is a list of all persons who were directors of the Company at any time between incorporation and the date of this report:

A Blundell (appointed 17 April 2012)

N Howes (appointed 17 April 2012)

D Rushton (appointed 10 June 2013)

#### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

United Kingdom Company law requires the directors to prepare accounts for each financial period which 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 those accounts, the directors are required to:

- Select suitable accounting policies and apply them consistently,
- Make judgements and estimates that are reasonable and prudent,
- State whether applicable United Kingdom law and accounting standards have been followed, subject to any material departures disclosed and explained in the accounts, and
- Prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the accounts 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.

#### **PRINCIPAL RISKS AND UNCERTAINTIES, AND KEY PERFORMANCE INDICATORS**

The Company is non-trading. As a result, the directors do not consider there to be any significant risks or uncertainties to disclose. Also there is no trading performance that requires monitoring and so no key performance indicators to disclose.

#### **DISCLOSURE OF INFORMATION TO AUDITORS**

The directors confirmed that, so far as each is aware, there is no relevant audit information of which the auditors are unaware, and each director has taken all steps that he ought to have taken as a director to make himself aware of, and to establish that the auditors are aware of, any relevant audit information.

**Communis 2012 Limited**

**DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2012 (continued)**

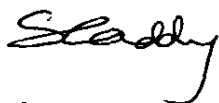
**Going concern**

As at 31 December 2012 the Company had net liabilities of £140,260. The Accounts have been prepared on the going concern basis as the ultimate parent company, Communis plc, has agreed to provide financial support to the Company for the foreseeable future

**AUDITORS**

In accordance with section 485 of the Companies Act 2006 a resolution is to be proposed at the Annual General Meeting to re-appoint Ernst & Young LLP as auditors for the ensuing period

By order of the Board



S Caddy  
Secretary

20 June 2013

REGISTERED OFFICE  
Wakefield Road  
Leeds  
LS10 1DU

Registered number 249473

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF COMMUNISIS 2012 LIMITED**

We have audited the Financial Statements of Communisis 2012 Limited for the period ended 31 December 2012 which comprise the Profit and Loss Account, Balance Sheet, Statement of Accounting Policies and the related Notes 1 to 9. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom 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 auditors' 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 auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 1, 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**

An audit involves obtaining evidence about the amounts and disclosures in the Financial Statements sufficient to give reasonable assurance that the Financial Statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the Financial Statements. In addition, we read all financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited Financial Statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on Financial Statements**

In our opinion the company Financial Statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2012 and of its loss for the period then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matters prescribed by the Companies Act 2006**

In our opinion, the information given in the Directors' Report for the financial period for which the Financial Statements are prepared is consistent with the company Financial Statements.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF COMMUNISIS 2012 LIMITED  
(continued)**

**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 company, or returns adequate for our audit have not been received from branches not visited by us, or
- the company Financial Statements are not in agreement with the accounting records or 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

*Ernst & Young LLP*

Christabel Cowling

Senior statutory auditor

For and on behalf of Ernst & Young LLP, Statutory Auditor

Leeds

25 June 2013

**Communis 2012 Limited**

**PROFIT AND LOSS ACCOUNT**

**FOR THE PERIOD ENDED 31 DECEMBER 2012**

	<b>Notes</b>	<b>2012 £</b>
Acquisition and set up costs		<b>(140,261)</b>
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<b><u>(140,261)</u></b>
Taxation on loss on ordinary activities	4	-
<b>LOSS FOR THE PERIOD ATTRIBUTABLE TO ORDINARY SHAREHOLDERS</b>		<b><u>(140,261)</u></b>
Profit and loss account brought forward		-
Profit and loss account carried forward		<b><u>(140,261)</u></b>

The only recognised losses for the period are represented by the loss shown above and as such no statement of total recognised gains and losses has been presented

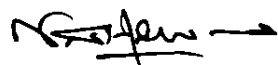
The accompanying notes are an integral part of this profit and loss account

# Communis 2012 Limited

## BALANCE SHEET AT 31 DECEMBER 2012

	Notes	2012 £
<b>FIXED ASSETS</b>		
Investments	1	1,891,454
<b>CURRENT ASSETS</b>		
Debtors (due within one period)		65,000
<b>TOTAL ASSETS</b>		<u>1,956,454</u>
<b>CREDITORS</b> (due within one period)	5	<u>(2,096,714)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>(140,260)</u>
<b>NET LIABILITIES</b>		<u>(140,260)</u>
<b>CAPITAL AND RESERVES</b>		
Called-up equity share capital	6	1
Profit and loss account	7	(140,261)
<b>SHAREHOLDERS' DEFICIT</b>		<u>(140,260)</u>

Approved by the Board



N Howes  
Director

20 June 2013

The accompanying notes are an integral part of this Balance Sheet

## **Communis 2012 Limited**

### **STATEMENT OF ACCOUNTING POLICIES - 31 DECEMBER 2012**

#### **Basis of preparation**

The Accounts are prepared in accordance with applicable United Kingdom law and accounting standards and under the historical cost convention and are made up to 31 December each period

The accounting policies of the Company have been consistently applied throughout the period. The Company has prepared the Accounts in accordance with UK GAAP

#### **Going concern**

As at 31 December 2012 the Company had net liabilities of £140,260. The Accounts have been prepared on the going concern basis as the ultimate parent company, Communis plc, has agreed to provide financial support to the Company for the foreseeable future.

#### **Summary of significant accounting policies**

##### ***Taxation***

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

Deferred tax is recognised as a liability or asset in respect of all timing differences that have originated but not reversed if the transactions or events that give rise to an obligation to pay more tax in future, or a right to pay less tax in future, have occurred by the balance sheet date. 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 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.

##### ***Fixed asset investments***

Fixed asset investments are shown at cost less provision for impairment.



## Communis 2012 Limited

### NOTES TO THE ACCOUNTS - 31 DECEMBER 2012

#### 1. INVESTMENTS

	Investment in subsidiaries £
27 March 2012	-
Investments in subsidiaries	1,891,454
<b>31 December 2012</b>	<b><u>1,891,454</u></b>

During the period the company made investments totalling £1,891,454. This related to three acquisitions – Yomego Limited, Kieon Limited and The Garden Marketing Limited.

The Company's subsidiary operations are included in the table below.

Name	% equity interest 2012	% equity interest 2011	Activity
Kieon Limited	100	-	Trading company
Yomego Limited	100	-	Trading company
The Garden marketing Limited	49	-	Trading company

Group accounts have not been prepared since the Company is a subsidiary undertaking of a company established under the law of a member state of the European Union. These Accounts present information about the Company as an individual undertaking and not about its Group. Group accounts are filed by the ultimate parent undertaking, Communis plc. The directors are of the opinion that the aggregate value of the investments in subsidiary undertakings, which are stated at cost less amounts written off for permanent reductions in value, is not less than the balance sheet amount.

#### 2. AUDITORS' REMUNERATION

Auditors' remuneration has been borne by the ultimate parent.

#### 3. EMPLOYEES' AND DIRECTORS' COSTS

No directors were paid for services to the Company. The directors are the only employees.

# Communis 2012 Limited

## NOTES TO THE ACCOUNTS - 31 DECEMBER 2012

### 4. TAXATION ON PROFIT ON ORDINARY ACTIVITIES

#### Taxation

The tax (charge) / credit is made up as follows

Current tax

UK corporation tax at 24.5%

2012

£

-

-

Reconciliation of current tax charge

2012

£

Loss on ordinary activities before taxation

(140,261)

The UK standard rate of corporation tax for the period is 24.5%. The actual tax credit for the prior period exceeds the standard rate for the reasons set out in the following reconciliation

Tax on loss on ordinary activities at UK standard rate of corporation tax of 24.5%

34,364

Factors affecting the credit/(charge) for the period

Non-deductible expenses

(34,364)

Total credit/(charge) for the period

-

### 5. CREDITORS

2012

£

Amounts owed to fellow Group undertakings

1,533,659

Other creditors

563,055

2,096,714

### 6. SHARE CAPITAL

2012

Allotted, called up and fully paid

1 Ordinary share of £1

1

## Communis 2012 Limited

### NOTES TO THE ACCOUNTS - 31 DECEMBER 2012

#### 7. RESERVES

	2012 £
Profit and loss account	<u>(140,261)</u>

#### 8. CASH FLOW STATEMENT AND TRANSACTIONS WITH RELATED PARTIES

The Company is a wholly owned subsidiary of Communis plc and is included in the Consolidated accounts of Communis plc, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a Cash Flow Statement under the terms of FRS1 (revised 1996)

The Company is exempt under the terms of FRS8 from disclosing related party transactions with entities that are wholly-owned subsidiaries of the Communis plc Group or investees of the Communis plc Group. During the period there were no other related party transactions that required disclosure under FRS8

#### 9. ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking and controlling party is Communis plc, a company registered in England which prepares Group accounts. The only group into which the results of the Company are consolidated is that headed by Communis plc. Copies of the Group accounts of Communis plc can be obtained by writing to

The Secretary  
Communis plc  
Wakefield Road  
Leeds LS10 1DU