Registration number: 10161665

Steinhoff Risk Solutions Limited

Annual Report and Financial Statements

for the 515 day period from 4 May 2016 to 30 September 2017

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19/01/2019 #4

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Company Information

Directors SA McDowall

AC Valsamakis

CT Grove

Company secretary JH Robins

Registered office

5th Floor Festival House Jessop Avenue Cheltenham Gloucestershire GL50 3SH

Auditor

Deloitte LLP Statutory Auditor 2 Hardman Street Manchester

Directors' Report for the period from 4 May 2016 to 30 September 2017

The directors present their report and the financial statements for the period from incorporation on 4 May 2016 to 30 September 2017. The period end of 30 September 2017 was chosen so as to be in line with the company's ultimate parent company.

The directors' report has been prepared taking advantage of the small companies exemption. A strategic report has not been prepared, taking advantage of the exemption in s414B of the Companies Act 2006.

Incorporation

The company was incorporated on 4 May 2016.

Directors of the company

The directors who held office during the period and thereafter to the date of this report, were as follows:

SA McDowall (appointed 4 May 2016)

AC Valsamakis (appointed 4 May 2016)

M Roveda (appointed 4 May 2016 and resigned 3 May 2017)

H Odendaal (appointed 4 May 2016 and resigned 5 February 2018)

CT Grove (appointed 4 May 2016)

Dividends

No dividends have been declared or proposed during the period or since the period end.

Business review

During the period, the company was an advisory company in the insurance industry providing services to companies within the Steinhoff International Holdings N.V. group. As disclosed in the income statement, the company's performance has resulted in a loss for the period of £71,000.

The key performance indicator for the company was the loss for the period of £71,000. Due to the nature of the business the directors do not consider there to be any non-financial key performance indicators on which the business is managed.

The announcement of accounting irregularities in the Steinhoff International Holdings Group in early December 2017 and the subsequent effect on the activities of the Steinhoff International Group companies, resulted in a decision to cease trading as certain operating entities decided to no longer use the company for its services. The directors expect the company to remain non-trading for the foreseeable future.

Going concern

The financial statements have been prepared on a basis other than going concern due to the cessation of trade after the period end.

Directors' liabilities

The company has purchased directors' and officers' liability insurance cover which was in place during the period and remains in place as at the date of this report.

Directors' Report for the period from 4 May 2016 to 30 September 2017 (continued)

Disclosure of information to the auditor

Each director has taken 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. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Approved by the Board on 17 January 2019 and signed on its behalf by:

Wu wulii AC Valsamakis Director

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities for preparing the Annual 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 apply them consistently;
- · make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable International Financial Reporting Standards (IFRSs) as adopted by the European Union 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.

Independent Auditor's Report to the Members of Steinhoff Risk Solutions Limited

We have audited the financial statements of Steinhoff Risk Solutions Limited for the period from 4 May 2016 to 30 September 2017 which comprise the Income Statement, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and the related notes 1 to 19. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

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, 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 the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2017 and of its loss for the period then ended;
- · have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter

We draw attention to note 2 in the financial statements, which indicates that the financial statements have been prepared on a basis other than that of a going concern. Our opinion is not modified in respect of this matter.

Independent Auditor's Report to the Members of Steinhoff Risk Solutions Limited (continued)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report.

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, or returns adequate for our audit have not been received from branches not visited by us; or
- · the financial statements are not in agreement with the accounting records and returns; or
- · certain disclosures of directors' remuneration specified by law are not made; or
- · we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the directors' report and from the requirement to prepare a strategic report.

Damian Sanders FCA (Senior Statutory Auditor) For and on behalf of Deloitte LLP

Ctotate and Anditan

·Statutory Auditor

Manchester, United Kingdom

18 January 2019

Income Statement for the period from 4 May 2016 to 30 September 2017

			٠.		Note	515 days to 30 September 2017 £ 000
Revenue		•		•	4 .	722
Operating expenses						(806)
Operating loss Finance costs					5	(84)
Loss before tax	,			3		· (87)
Income tax credit	•				. 10	16
Loss for the period						(71)

The above results were derived from discontinued operations.

There were no items of comprehensive income in the period other than the loss for the period and, accordingly, no statement of comprehensive income is presented.

(Registration number: 10161665) Statement of Financial Position as at 30 September 2017

						Note	30 September 2017 £ 000
Assets		2					
Current assets							
Property, plant and equipment	./			•		11	9
Trade and other receivables						12	. 346
Income tax asset				•		,	16
Cash and cash equivalents						13	176
							547
Equity and liabilities	•			•	4		
Equity	*	:			•		
Share capital	t	,		•		14	-
Share premium		* '			•		(400)
Retained losses			•				71
Total equity						• .	(329)
Current liabilities .	•						
Trade and other payables						15	(218)
Total equity and liabilities			•				(547)

Approved by the Board on 17 January 2019 and signed on its behalf by:

Moundie

AC Valsamakiş

Director

Statement of Changes in Equity for the period from 4 May 2016 to 30 September 2017

	Share capital £ 000	Share premium £ 000	Retained losses £ 000	Total £ 000
Loss for the period and total comprehensive expense	-	· .	. (71)	(71)
New share capital subscribed (note 14)		400	<u> </u>	400
At 30 September 2017		400	(71)	329

Statement of Cash Flows for the period from 4 May 2016 to 30 September 2017

		·		•	Note	515 days to 30 September 2017 £ 000
Cash flows from operating activities					•	
Loss for the period						(71)
Adjustments to cash flows from non-cash items				•		
Depreciation					5, 11	. 1
Finance costs		•		. *	6	3
Income tax credit .					10	(16)
•						(83)
Working capital adjustments	•					
Increase in trade and other receivables			•		12	(346)
Increase in trade and other payables					15	218
Net cash flow from operating activities				-		(211)
Cash flows from investing activities Acquisitions of property plant and equipment					•	(10)
Cash flows from financing activities						
Interest paid				<i>'.</i>	6	(3)
Proceeds from issue of ordinary shares	•	•				400
Net cash flows from financing activities	•					397
Net increase in cash and cash equivalents			•	•		. 176
Cash and cash equivalents at 4 May 2016						
Cash and cash equivalents at 30 September 2017			1.			176

Notes to the Financial Statements for the period from 4 May 2016 to 30 September 2017

1 General information

The company is a private company limited by share capital, incorporated and domiciled in England & Wales under the Companies Act 2006.

The address of its registered office is:

5th Floor

Festival House

Jessop Avenue

Cheltenham

Gloucestershire

GL50 3SH

United Kingdom

These financial statements were authorised for issue by the Board on 17 January 2019.

2 Accounting policies

Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards and its interpretations adopted by the EU ("adopted IFRS's").

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 the period presented, unless otherwise stated.

Basis of preparation

The financial statements have been prepared in accordance with adopted IFRSs and under historical cost accounting rules.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies.

The functional currency of the company is considered to be pounds sterling as that is the currency of the primary economic environment in which the company operates.

Notes to the Financial Statements for the period from 4 May 2016 to 30 September 2017 (continued)

2 Accounting policies (continued)

Going concern

The announcement of accounting irregularities in the Steinhoff International Holdings Group in early December 2017 and the subsequent effect on the activities of the Steinhoff International Group companies, resulted in a decision to cease trading as certain operating entities decided to no longer use the company for its services.

The financial statements have therefore been prepared on a basis other than going concern. No adjustments arose following the change in basis of preparation.

Changes in accounting policy

None of the standards, interpretations and amendments effective for the first time from 4 May 2016 have had a material effect on the financial statements.

None of the standards, interpretations and amendments which are effective for periods beginning after 4 May 2016 and which have not been adopted early, are expected to have a material effect on the financial statements.

Revenue recognition .

Revenue comprises the fair value of the consideration received or receivable for services rendered in the ordinary course of the company's activities. Revenue is shown net of sales/value added tax, returns, rebates and discounts.

The company recognises revenue when:

- the amount of revenue can be reliably measured;
- it is probable that future economic benefits will flow to the entity; and
- and specific criteria have been met for each of the company activities.

Finance costs policy

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the initial transaction dates.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

Tax

The tax expense for the period comprises current tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

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

Notes to the Financial Statements for the period from 4 May 2016 to 30 September 2017 (continued)

2 Accounting policies (continued)

Property, plant and equipment

Property, plant and equipment is stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of property, plant and equipment includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets over their estimated useful lives, as follows:

Asset class

Depreciation method and rate

Computer equipment

2 to 4 years

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and 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 changes in value.

Trade receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost, less provision for impairment. A provision for the impairment of trade receivables is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost.

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.

Notes to the Financial Statements for the period from 4 May 2016 to 30 September 2017 (continued)

2 Accounting policies (continued)

Financial assets and liabilities

Classification

The financial assets are loans and receivables.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Recognition and measurement

Receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost less impairment.

Trade payables are initially measured at fair value, and are subsequently measured at amortised cost.

Impairment-

Financial assets are assessed for indicators of impairment at each statement of financial position date. Financial assets are impaired where there is objective evidence that as a result of one or more events that occurred after the initial recognition of the financial asset the estimated future cash flows of the investment have been impacted. For loans and receivables the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows.

3 Critical accounting judgements and key sources of estimation uncertainty

The directors believe that there are no critical judgements or estimates to be disclosed that would have a material impact on the financial statements.

4 Revenue

The analysis of the company's revenue for the period by market is as follows:

				30 September 2017 £ 000
UK .	•		•	. 185
Europe		,		537
		1 .	·	722

The directors have considered the operating segments of the business and consider there to be only one, being the principal activity of the company.

Notes to the Financial Statements for the period from 4 May 2016 to 30 September 2017 (continued)

5 *Operating loss		•
Arrived at after charging/(crediting):	•	
		515 days to 30 September 2017 £ 000
Depreciation expense		. 1
Foreign exchange gains		(9)
6 Finance costs		•
		515 days to 30 September 2017 £ 000
Interest paid to group undertakings		(3)
7 Staff costs		
The aggregate payroll costs (including directors'	remuneration) were as follows:	
•		515 days to 30 September 2017 £ 000
Wages and salaries		435
Other post-employment benefit costs		5
·		440
The average number of persons employed by the	company during the period, analysed by categor	y was as follows:
(515 days to 30 September 2017
Administration and homeon		No. 2
Administration and support		

Notes to the Financial Statements for the period from 4 May 2016 to 30 September 2017 (continued)

8	Directors'	remuneration
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The remuneration of the directors, who are also the key management personnel, for the period was as follows:

515 days to 30 September 2017 £ 000°

Short-term employee benefits

65

The emoluments of Messrs Grove, McDowall and Odendaal were paid by fellow subsidiaries of Steinhoff International Holdings NV. It is not practicable to split their remuneration between their services to group companies.

The remuneration of the highest paid director has not been disclosed since the total directors' remuneration is less than £200,000.

9 Auditor's remuneration

515 days to 30 September 2017 £ 000

Audit of the financial statements

13

There were no non-audit fees payable to the company's auditor during the period.

10 Income tax

Tax credited in the income statement:

515 days to 30 September 2017 £ 000

Current taxation

UK corporation tax

(16)

Notes to the Financial Statements for the period from 4 May 2016 to 30 September 2017 (continued)

10 Income tax (continued)

The tax on loss before tax for the period is lower than the standard rate of corporation tax in the UK of 19.64%.

The differences are reconciled below:

	÷ 5.			,		30 Sep - 20	lays to otember 017 000
Loss before tax							(87)
Corporation tax at standard rate Expenses not deductible		•	,				(17) 1
Total tax credit					•	·	(16)

19.64% is the rate of corporation tax for the period following the reduction in the UK rate from 20% to 19% with effect from 1 April 2017.

Included within the Finance Act 2016 was a reduction in the corporation tax rate to 17% from 1 April 2020. This is not expected to have any effect on the company since it ceased trading after the period end.

11 Property, plant and equipment

		Computer equipment £ 000
Cost or valuation Additions		. 10
At 30 September 2017		10
Depreciation Charge for the period		1
At 30 September 2017		1
Carrying amount	·	•
At 30 September 2017		9

Notes to the Financial Statements for the period from 4 May 2016 to 30 September 2017 (continued)

12 Trade and other receivables

	30 September 2017 £ 000
Trade receivables	18
Receivables from group undertakings	125
Accrued income	. 163
Prepayments	13
Other receivables	27
Total current trade and other receivables	346

Receivables from group undertakings are repayable on demand and bear no interest.

The fair value of those trade and other receivables classified as financial instrument loans and receivables are disclosed in note 16.

The company's exposure to credit and market risks, including impairments and allowances for credit losses, relating to trade and other receivables is disclosed in note 17.

13 Cash and cash equivalents

30 September
2017
£ 000
176

Cash at bank

Notes to the Financial Statements for the period from 4 May 2016 to 30 September 2017 (continued)

14 Share capital

Allotted, called up and fully paid shares

30 September 2017 No. £

Ordinary shares of £1 each

200

200

The company has no authorised share capital.

New shares allotted

On incorporation, 100 ordinary shares having an aggregate nominal value of £100 were allotted for an aggregate consideration of £100. \Box

Subsequently, 100 ordinary shares having an aggregate nominal value of £100 were allotted for an aggregate consideration of £400,000.

.15 Trade and other payables

			,	30 September 2017 £ 000
Trade payables				. 27
Accrued expenses				91
Amounts due to group undertakings		•	· · ·	85
Social security and other taxes	*			15
	. ,			218

Amounts due to group undertakings are repayable on demand and bear no interest.

The fair value of the trade and other payables classified as financial instruments are disclosed in note 16.

The company's exposure to market and liquidity risks, including maturity analysis, related to trade and other payables is disclosed in note 17.

Notes to the Financial Statements for the period from 4 May 2016 to 30 September 2017 (continued)

16 Financial instruments

Financial assets

Loans and receivables

	Carrying value	Fair value
	30 September 2017 £ 000	30 September 2017 £ 000
Cash and cash equivalents	176	176
Trade and other receivables	170	170
	346	346
Financial liabilities	•	
Financial liabilities at amortised cost	•	
	Carrying value	Fair value
	30 September 2017 £ 000	30 September 2017 £ 000
Trade and other payables	. 112	112

17 Financial risk management and impairment of financial assets

The directors are responsible for implementing the risk management strategy to ensure that an appropriate risk management framework is operating effectively, embedding a risk culture throughout the company. The board and the audit and risk management committee are provided with a consolidated view of the risk profile of the company. All major exposures are identified and mitigating controls are identified and implemented.

Regular management reporting and assessment of the effectiveness of controls by internal audit provide a balanced assessment of the effectiveness of key controls.

The company does not speculate with derivatives or other financial instruments.

Notes to the Financial Statements for the period from 4 May 2016 to 30 September 2017 (continued)

17 Financial risk management and impairment of financial assets (continued)

Credit risk and impairment

Potential concentration of credit risk consist principally of short-term cash and cash equivalent investments, and trade and other receivables. The company deposits short-term cash surpluses with a reputable, well-known UK bank. The ability of group undertakings to repay amounts due is regularly assessed.

At the period end, the company did not consider there to be any other significant concentration of credit risk which had not been adequately provided for.

Liquidity risk

Liquidity risk is the risk that the company will encounter difficulty in meeting obligations associated with financial liabilities. Liquidity risk arises because of the possibility that the company could be required to pay its liabilities earlier than expected.

Liquidity risk is managed on a group wide basis. The group manages liquidity risk by monitoring forecast cash flows and by ensuring that adequate borrowing facilities are available. The company generates its own cash to meet obligations, and additional cash is made available by the group based on forecast requirements.

Repayment terms are agreed for amounts payable to other group companies.

Maturity analysis

2017			,	Within 30 days £ 000	£ 000
Trade and other payables	•			112	112

Capital risk management

Capital components

The company manages its capital to ensure that it is able to continue to operate while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the company consists of cash and cash equivalents and equity attributable to equity holders, comprising issued capital and retained losses as disclosed in the statement of financial position.

Externally imposed capital requirements

The company is required to maintain a certain capital level in order to fulfil FCA requirements. The closest date to the period end for which a calculation was produced was the period ended 30 November 2017, which indicated required capital of £16,938.

Notes to the Financial Statements for the period from 4 May 2016 to 30 September 2017 (continued)

18 Related party transactions

Transactions between the company and other companies within the group headed by Steinhoff International Holdings N.V. are disclosed below.

Income and receivables from related parties

2017 Sale of services	V	parties £ 000 561
		125
Amounts receivable from related party	•	125
Expenditure with and payables to related parties		:
2017		Other related parties £ 000
Management fees payable		(95)
Recharge of costs		(550)
Interest paid		(3)
		(648)
•		

19 Parent and ultimate parent undertaking

Amounts payable to related party

The company's immediate parent is Steinhoff UK Group Services Limited.

The ultimate parent and controlling party is Steinhoff International Holdings N.V..

The most senior parent entity producing publicly available financial statements is Steinhoff International Holdings N.V.. These financial statements are expected to be available upon request from www.steinhoffinternational.com, although they have not yet been released

Relationship between entity and parents

The parent of the largest group in which these financial statements are consolidated is Steinhoff International Holdings N.V..

Notes to the Financial Statements for the period from 4 May 2016 to 30 September 2017 (continued)

19 Parent and ultimate parent undertaking (continued)

The address of Steinhoff International Holdings N.V. is: Herengracht 466, 1017 CA Amsterdam, The Netherlands

The parent of the smallest group in which these financial statements are consolidated is Steinhoff UK Group Services Limited.

The address of Steinhoff UK Group Services Limited is: 5th Floor, Festival House, Jessop Avenue, Cheltenham GL50 3SH United Kingdom

Consolidated accounts for Steinhoff UK Group Services Limited are expected to be available from Companies House, although they have not yet been released.