

Semara Investments Limited
Registered No: 862711

Directors' Report and Financial Statements
For the year ended 31st December 2008

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Semara Investments Limited
Directors' Report and Financial Statements
For the year ended 31st December 2008

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Semara Investments Limited

Directors and Professional Advisers

DIRECTORS

T. J. Morris BA, ACA
Y. M. Monaghan BSc, FCA

COMPANY SECRETARY

Y. M. Monaghan BSc, FCA

REGISTERED OFFICE

Johnson House
Abbots Park
Monks Way
Preston Brook
Cheshire
WA7 3GH

BANKERS

The Royal Bank of Scotland
1 Exchange Flags
Liverpool
L2 3XN

REGISTERED AUDITORS

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
8 Princes Parade
St Nicholas Place
Liverpool
L3 1QJ

Semara Investments Limited

Directors' Report

For the year ended 31st December 2008

The Directors present their report and audited financial statements for the year ended 31st December 2008.

ACTIVITIES AND BUSINESS REVIEW

The Company acts as a holding company. The results for the year are shown on page 5.

The Directors consider the financial position of the Company at 31st December 2008 to be satisfactory.

There have been no cash movements in the current or preceding year.

RESULTS AND DIVIDENDS

The Company made no profit in the year (2007: Profit of £21,000).

The Directors have paid no dividend during the year (2007: £nil).

DIRECTORS

The Directors of the Company, all of whom served throughout the year, are listed on page 1.

AUDITORS

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office, and in accordance with Section 384 of the Companies Act 1985, a resolution to reappoint the auditors will be proposed at the Annual General Meeting.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. In preparing these financial statements, the directors have also elected to comply with IFRS, issued by the International Accounting Standards Board (IASB). The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit of the Company for that year.

In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state that the financial statements comply with IFRS as adopted by the European Union and IFRS issued by IASB.
- prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

The Directors are responsible for keeping proper accounting records that 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 1985. 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.

Semara Investments Limited
Directors' Report (continued)
For the year ended 31st December 2008

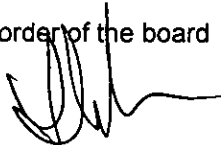
PROVISION OF INFORMATION TO AUDITORS

Each of the Directors at the date of this report confirms that:

- so far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the Directors have taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

By order of the board



Y. M. Monaghan
Secretary
17th April 2009

Semara Investments Limited
Independent Auditors' Report to the Members of Semara Investments Limited
For the year ended 31st December 2008

We have audited the financial statements of Semara Investments Limited for the year ended 31st December 2008 which comprise the Income Statement, the Balance Sheet, Statement of Significant Accounting Policies and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted for use in the European Union are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and whether the financial statements have been properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements. In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report and all of the other information listed on the contents page. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of audit opinion

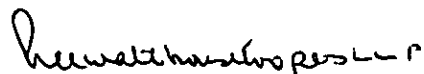
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with International Financial Reporting Standards as adopted by the European Union, of the state of the Company's affairs as at 31st December 2008 and of its result for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Liverpool
17th April 2009

Semara Investments Limited
Income Statement
For the year ended 31st December 2008

Note	Year ended 31 December 2008 £000	Year ended 31 December 2007 £000
OPERATING PROFIT	-	-
<hr/>		
PROFIT BEFORE TAXATION	-	-
4 Taxation	-	21
<hr/>		
10 PROFIT FOR THE YEAR	-	21
<hr/>		

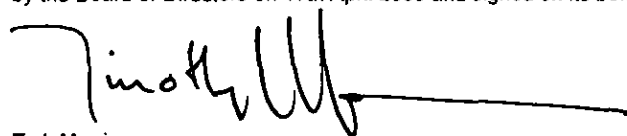
All results are derived from continuing operations.

The Company has no recognised net income or expense for the period except as reported in the above Income Statement.

Semara Investments Limited
Balance Sheet
As at 31st December 2008

Note		Year ended 31 December 2008 £000	Year ended 31 December 2007 £000
	ASSETS		
	NON-CURRENT ASSETS		
5	Investments	13,842	13,842
6	Trade and other receivables	98,160	98,160
		112,002	112,002
	NON-CURRENT LIABILITIES		
7	Other non-current liabilities	(324)	(324)
		(324)	(324)
	NET ASSETS	111,678	111,678
	EQUITY		
	CAPITAL AND RESERVES ATTRIBUTABLE TO THE COMPANY'S EQUITY HOLDERS		
9	Called up share capital	81,918	81,918
10	Share premium	25,627	25,627
10	Retained earnings	4,133	4,133
	TOTAL EQUITY	111,678	111,678

The notes on pages 11 to 13 are an integral part of these financial statements. The financial statements on pages 5 to 13 were approved by the Board of Directors on 17th April 2009 and signed on its behalf by:



T. J. Morris
Director

Semara Investments Limited

Statement of Significant Accounting Policies

For the year ended 31st December 2008

BASIS OF PREPARATION

Semara Investments Limited is a company limited by shares, incorporated and domiciled in the United Kingdom. The Company's registered number is 862711. The address of its registered office is Johnson House, Abbots Park, Monks Way, Preston Brook, WA7 3GH.

The principal accounting policies applied in the preparation of this financial report are set out below. These policies have been consistently applied to the information presented, unless otherwise stated.

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union, IFRIC interpretations and the Companies Act 1985 applicable to companies reporting under IFRS.

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

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 areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed below.

(a) Interpretations effective in 2008

There are no relevant interpretations effective in 2008

(b) Interpretations effective in 2008 but not relevant

The following interpretations to published standards are mandatory for accounting periods beginning on or after 1st January 2008 but are not relevant to the Company's operations:

IFRIC 11, 'IFRS 2 - Group and treasury share transactions',
IFRIC 12, 'Service concession arrangements'; and
IFRIC 13, 'Customer loyalty programmes'.

(c) Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Company

The following standards and amendments to existing standards have been published and are mandatory for the Company's accounting periods beginning on or after 1st January 2009 or later periods, but the Company has not early adopted them:

IFRS 8, 'Operating segments' - IFRS 8 replaces IAS 14, 'Segment reporting', and aligns segment reporting with the requirements of the US standard SFAS 131, 'Disclosures about segments of an enterprise and related information'. The new standard requires a 'management approach', under which segment information is presented on the same basis as that used for internal reporting purposes. The Company will apply IFRS 8 from 1st January 2009 but it is not anticipated to have any effect on the current segmental reporting.

IAS 36 (amendment), 'Impairment of assets' (effective from 1st January 2009)

The amendment is part of the IASB's annual improvements project published in May 2008. The amendment to the standard is still subject to endorsement by the EU. Where fair value less costs to sell is calculated on the basis of discounted cash flows, disclosures equivalent to those for value-in-use calculation should be made. The Company will apply the IAS 36 (amendment) and provide the required disclosure where applicable for impairment tests from 1st January 2009, subject to endorsement by the EU.

(d) Interpretations and amendments to existing standards that are not yet effective and not relevant for the Company's operations

The following interpretations and amendments to existing standards have been published and are mandatory for the Company's accounting periods beginning on or after 1st January 2009 but are not relevant for the Company's operations:

IFRIC 13, 'Customer loyalty programmes' (effective from 1st July 2008);
IFRIC 14, 'IAS 19 - The limit on a defined benefit asset, minimum funding requirements and their interaction';
IFRIC 15, 'Agreements for construction of real estates' (effective from 1 January 2009);
IFRIC 16, 'Hedges of a net investment in a foreign operation' (effective from 1 October 2008);

Semara Investments Limited

Statement of Significant Accounting Policies (continued)

For the year ended 31st December 2008

IFRS 1 (amendment), 'First time adoption of IFRS', (effective from 1st January 2009);
IFRS 2 (amendment), 'Share-based payment' (effective from 1st January 2009);
IFRS 3 (revised), 'Business combinations' (effective from 1st July 2009);
IFRS 5 (amendment), 'Non-current assets held-for-sale and discontinued operations' (and consequential amendment to IFRS 1, 'First-time adoption') (effective from 1st July 2009)
IAS 1 (revised), 'Presentation of financial statements' (effective from 1st January 2009);
IAS 1 (amendment), 'Presentation of financial statements', (effective from 1st January 2009);
IAS 16 (amendment), 'Property, plant and equipment' (and consequential amendment to IAS 7, 'Statement of cash flows') (effective from 1 January 2009);
IAS 19 (amendment), 'Employee benefits' (effective from 1st January 2009);
IAS 20 (amendment), 'Accounting for government grants and disclosure of government assistance' (effective from 1 January 2009);
IAS 23 (amendment), 'Borrowing costs' (effective from 1st January 2009);
IAS 27 (amendment), 'Consolidated and separate financial statements' (effective from 1 January 2009);
IAS 28 (amendment), 'Investments in associates' (and consequential amendments to IAS 32, 'Financial Instruments: Presentation' and IFRS 7, 'Financial instruments: Disclosures') (effective from 1 January 2009);
IAS 29 (amendment), 'Financial reporting in hyperinflationary economies' (effective from 1 January 2009);
IAS 32 (amendment), 'Financial instruments: Presentation', and IAS 1 (amendment), 'Presentation of financial statements' - 'Puttable financial instruments and obligations arising on liquidation' (effective from 1st January 2009);
IAS 31 (amendment), 'Interests in joint ventures', (and consequential amendments to IAS 32 and IFRS 7) (effective from 1 January 2009);
IAS 38 (amendment), 'Intangible assets' (effective from 1 January 2009);
IAS 39 (amendment), 'Financial instruments: Recognition and measurement' (effective from 1st January 2009);
IAS 40 (amendment), 'Investment property' (and consequential amendments to IAS 16) (effective from 1 January 2009); and
IAS 41 (amendment), 'Agriculture' (effective from 1 January 2009).

Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Investments

Investments are reviewed annually for impairment and are included at cost less a provision for impairment in value.

REVENUE RECOGNITION

Revenue represents the fair value of consideration received or receivable for the sale of goods and services supplied in the ordinary course of the Group's activities, and is stated exclusive of VAT and similar taxes. The Company recognises revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the entity.

EXCEPTIONAL ITEMS

Items that are material in size and non-operating or non-recurring in nature are presented as exceptional items in the Income Statement, within the relevant account heading. The Directors are of the opinion that the separate recording of exceptional items provides helpful information about the Group's underlying business performance. Events which may give rise to the classification of items as exceptional include, but are not restricted to, restructuring of businesses, professional fees incurred with the bank restructuring process, gains or losses on the disposal of properties and the amortisation of intangibles (excluding software).

Semara Investments Limited

Statement of Significant Accounting Policies (continued)

For the year ended 31st December 2008

TAXATION

Current tax

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and that are expected to apply when the related deferred tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

TRADE RECEIVABLES

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

A provision for 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. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in the Income Statement within 'administration costs'. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against 'administration costs' in the Income Statement.

BORROWINGS

Borrowings are recognised initially at fair value, net of transaction costs incurred. Transaction costs are amortised, as a finance cost, over the expected term of the facility. Borrowings are classified on the Balance Sheet as either current or non-current liabilities, dependent upon the maturity date of the loan.

DIVIDEND DISTRIBUTION

Under IAS 10 (Events after the Balance Sheet), dividends to holders of equity instruments declared after the balance sheet date are not recognised as a liability as at the balance sheet date. Dividend distribution to the Company's shareholders is recognised in the financial statements in the period in which the dividends are declared to the Company's shareholders. Interim dividends are recognised when paid.

SHARE CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Semara Investments Limited
Notes to the Financial Statements
For the year ended 31st December 2008

1 SEGMENTAL ANALYSIS

The Company had only one class of business in the United Kingdom in 2008. The analysis of revenue and profit before taxation by class of business and geographical location has therefore not been given.

2 AUDITORS' REMUNERATION

Auditors' remuneration is borne by Johnson Service Group PLC, the Company's ultimate parent.

3 DIRECTORS AND EMPLOYEES

The Directors received no emoluments in respect of services to the Company during the year (2007: £nil). The Company had no employees during the year (2007: nil).

4 TAXATION

	2008	2007
	£000	£000
Deferred tax		
Adjustment in relation to previous years	-	(21)
Total credit for taxation included in the income statement	-	(21)

The tax credit for the period is equal to (2007: higher than) the standard rate of corporation tax in the UK. The differences are explained below:

	2008	2007
	£000	£000
Profit before taxation per the Income Statement	-	-
Profit before taxation multiplied by average standard rate of corporation tax in the UK of 28.5% (2007: 30%)	-	-
Factors affecting credit for the year:	-	
Adjustment in relation to previous years	-	(21)
Total tax charge for the year	-	(21)

Semara Investments Limited
Notes to the Financial Statements (continued)
For the year ended 31st December 2008

5 INVESTMENTS

	2008 £000	2007 £000
Investments	13,842	13,842
<i>Investments</i>		
Company	Activity	
Quality Cleaners Limited	Dormant	
Johnson Apparelmaster Limited	Textile rental services (10.28%)	
	2008 £000	2007 £000
Cost or valuation		
Gross cost at start and end of year	13,883	13,883
Accumulated impairment		
Accumulated impairment at start and end of year	(41)	(41)
Carrying amount		
Opening and closing carrying amount	13,842	13,842

The Company owns 100% of the issued Ordinary shares of Quality Cleaners Limited, which is registered in England and Wales. As permitted under Section 228 of the Companies Act 1985, consolidated accounts have not been prepared.

The Company has a 10.28% interest in Johnson Apparelmaster Limited, which operates and is registered in England and Wales. Its principal activity is the rental and laundering of workwear, roller towels, corporate apparel, dustmats and linen.

6 TRADE AND OTHER RECEIVABLES

	2008 £000	2007 £000
Amounts falling due after more than one year:		
Receivables from subsidiaries	3,801	3,801
Receivables from Parent Company	94,359	94,359
	98,160	98,160

Amounts due from other Group Companies are unsecured, have no fixed date of repayment and are not considered impaired. These amounts are not interest bearing.

7 OTHER NON-CURRENT LIABILITIES

	2008 £000	2007 £000
Payables to subsidiaries	324	324

Amounts due from other Group Companies are unsecured, have no fixed date of repayment. These amounts are not interest bearing.

Semara Investments Limited
Notes to the Financial Statements (continued)
For the year ended 31st December 2008

8 CONTINGENT LIABILITIES

At 31st December 2008 there were no contingent liabilities except for those arising from the ordinary course of the Company's business (2007: nil).

The Company has guaranteed the banking facilities of Johnson Service Group PLC and certain of its subsidiary undertakings under a cross guarantee arrangement. No losses are expected to result from this arrangement.

On 28th December 2007, the Company entered into security agreements in respect of the loan and pension scheme obligations of Johnson Service Group PLC. As part of these agreements the loan holders and pension scheme Trustee have security over the assets of the Company.

9 CALLED-UP SHARE CAPITAL

		2008		2007
		£000		£000
Authorised				
85,000,000 (2007: 85,000,000)				
Ordinary shares of £1 each		85,000		85,000
Issued and fully paid	Shares	£000	Shares	£000
Ordinary shares of £1 each				
At start and end of year	81,918,000	81,918	81,918,000	81,918

10 STATEMENT OF CHANGES IN EQUITY

	Share capital	Share premium	Retained earnings	Total equity
	£000	£000	£000	£000
Balance at 1st January 2007	81,918	25,627	4,112	111,657
Total recognised income and expense for the period	-	-	21	21
Balance at 31st December 2007	81,918	25,627	4,133	111,678
Balance at 1st January 2008	81,918	25,627	4,133	111,678
Balance at 31st December 2008	81,918	25,627	4,133	111,678

11 RELATED PARTY TRANSACTIONS

The Company has a related party relationship with its Parent Company, other Group Undertakings and with its directors and executive officers. Transactions during the year between these related parties are disclosed below:

	2008	2007
	£000	£000
Transactions with Parent Company		
Amounts due from Parent Company	94,359	94,359
Transactions with other Group Undertakings		
Amounts due from other Group Undertakings	3,801	3,801
Amounts due to other Group Undertakings	324	324

Semara Investments Limited
Notes to the Financial Statements (continued)
For the year ended 31st December 2008

12 ULTIMATE PARENT COMPANY

The Company's immediate and ultimate parent undertaking, which is the parent undertaking of the smallest and largest group to consolidate these financial statements and controlling party is Johnson Service Group PLC. Copies of the parent's consolidated Financial Statements may be obtained from The Secretary, Johnson Service Group PLC, Johnson House, Abbots Park, Monks Way, Preston Brook, Cheshire, WA7 3GH.