Report and Financial Statements

For the period ended 5 February 2012

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## **REPORT AND FINANCIAL STATEMENTS 2012**

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## OFFICERS AND PROFESSIONAL ADVISERS

## **DIRECTORS**

H Cobbold M Talbot A Panteli

A Bond

## REGISTERED OFFICE

3 Optima Northarbour Spur Portsmouth PO6 3TU

## **BANKERS**

HSBC Bank plc

## **SOLICITORS**

HBJ Gateley Wareing Birmingham

## **AUDITORS**

KPMG LLP Southampton

#### DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the period from 1 February 2011 to 5 February 2012

#### PRINCIPAL ACTIVITIES

The principal activity of the company is the retail of cycle and other sporting goods

#### RESULTS AND DIVIDENDS

The results for the year are shown on page 6 A dividend of £4,000,000 was paid for the period ended 5 February 2012 (2011 £4,300,000)

#### **BUSINESS REVIEW**

The results for the year were good, exceeding expectations with year on year turnover growth of 37% from £86 8m to £118 6m. This growth has been achieved as a result of the company maintaining its position as the leading internet retailer of cycle products and accessories in the UK and expansion into overseas territories.

The company has also increased its gross margin in the year from £23 0m to £33 0m. Operating profit has also increased by 23 7% from £10 2m to £12 6m. This represents an operating profit margin decline of 1 1% from 11 8% to 10 7%.

As a result of the increasing market accessibility and improving cost benefit the internet brings combined with our comprehensive product offering, our excellent customer service and our continued focus on remaining price competitive we expect sales, margin and profit to continue to grow

#### FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The company's activities expose it to a number of financial risks including foreign exchange risk, credit risk, cashflow risk and liquidity risk. The use of financial derivatives is governed by the company's policies approved by the board of directors, which provide written principles on the use of financial derivatives to manage these risks. The company does not use derivative financial instruments for speculative purposes

#### Cash flow risk

Interest bearing assets and liabilities are either held at a fixed rate or hedged to ensure certainty of cash flows

#### Credit risk

The company's principal financial assets are bank balances and cash, trade and other receivables and investments

The company's credit risk is low as it has limited trade receivables

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies

The company has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers. The company does not extend credit to retail customers

## Liquidity risk

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the company uses a mixture of long-term and short-term debt finance

## **DIRECTORS' REPORT** (continued)

## CHARITABLE AND POLITICAL CONTRIBUTIONS

The company made charitable contributions of £39,300 during the period (2011 £1,200) The company made no political contributions during the current or preceding accounting periods

#### **DIRECTORS**

The directors who held office during the period were as follows

H Cobbold M Talbot (appointed 7 December 2011) A Panteli A Bond (appointed 7 December 2011)

P Bolwell served as a Director until 7 December 2011

#### GOING CONCERN

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Business Review on page 2. The financial position of the company, its cash flows, liquidity position and borrowing facilities are described on page 2.

The company has considerable financial resources together with a number of customers and suppliers across different geographic areas. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

#### DISCLOSURE OF INFORMATION TO AUDITORS

The directors who 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 auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

#### **AUDITORS**

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

Approved by the Board of Directors and signed on behalf of the Board

A Panteli Director

16 August 2012

# STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

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 they have elected to prepare the 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 company and of its profit or loss for that period. In preparing the company financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WIGGLE LIMITED

We have audited the financial statements of Wiggle Limited for the period ended 5 February 2012 set out on pages 6 to 17 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 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 4, 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 (APB'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 APB's web-site at www frc org uk/apb/scope/private cfm

#### Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 5 February 2012 and of the profit 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 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 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 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.

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W Smith (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

**Chartered Accountants** Dukes Keep Marsh Lane Southampton SO14 3EX United Kingdom

16 August 2012

## PROFIT AND LOSS ACCOUNT Period ended 5 February 2012

	Note	2012 £'000	2011 £'000
TURNOVER	1	118,617	86,787
Cost of sales		(85,623)	(63,771)
GROSS PROFIT		32,994	23,016
Administrative expenses		(20,348)	(12,793)
OPERATING PROFIT	3	12,646	10,223
Profit on disposal of fixed assets		. <u>-</u>	3
Interest receivable and similar income	4	12	7
Interest payable	5	(78)	(20)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		12,580	10,213
Tax on profit on ordinary activities	6	(2,800)	(3,578)
RETAINED PROFIT FOR THE PERIOD		9,780	6,635

There are no recognised gains and losses for the current or preceding financial period other than as stated in the profit and loss account. Accordingly, no separate statement of total recognised gains and losses is presented

There is no difference between the results presented above and the historical cost equivalent. Accordingly, no statement of historic cost profit and losses has been presented

Results in both periods are derived wholly from continuing operations

A statement of movements in reserves is set out in Note 14

The notes on pages 8 to 17 relate to these financial statements

## BALANCE SHEET At 5 February 2012

	Note	5 February 2012		31 Ja: 20	nuary 11
	Note	£'000	£'000	£'000	£'000
FIXED ASSETS					
Intangible assets	7 <b>8</b>		48 2,570		53 1,124
Tangible assets	0		<del></del>		
			2,618		1,177
CURRENT ASSETS	0	20.071		15,704	
Stocks	9 10	20,971 2,673		2,928	
Debtors Cash at bank and in hand	10	5,945		2,959	
Cash at bank and in hand					
		29,589		21,591	
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	11	(17,895)		(14,242)	
NET CURRENT ASSETS			11,694		7,349
TOTAL ASSETS LESS CURRENT LIABILITIES			14,312		8,526
PROVISIONS FOR LIABILITES AND CHARGES	12		(100)		(94)
NET ASSETS			14,212		8,432
CAPITAL AND RESERVES					
Called up share capital	13		1		1 502
Capital contribution	14		1,593		1,593
Profit and loss account	14		12,618		6,838
TOTAL SHAREHOLDERS' FUNDS	14		14,212		8,432

These financial statements were approved by the Board of Directors 16 August 2012

Signed on behalf of the Board of Directors

A Panteli Director

Company Registration Number 02667809

## NOTES TO THE FINANCIAL STATEMENTS Year ended 5 February 2012

#### 1. ACCOUNTING POLICIES

The significant accounting policies, which have been consistently applied throughout the current and preceding financial year, used in the preparation of these financial statements are

## Basis of accounting

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards and under the historical cost accounting rules

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements

#### Going Concern

The company has considerable financial resources together with a number of customers and suppliers across different geographic areas. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

#### **Turnover**

Turnover is derived from the sale of goods in the year excluding VAT and is recognised on the delivery of goods. Turnover is derived from the company's principal activity which is wholly undertaken in the United Kingdom.

#### Goodwill

Purchased goodwill (representing the excess of the fair value of the consideration given over the fair value of the separable net assets acquired) arising on business combinations in respect of acquisitions is capitalised Positive goodwill is amortised by equal annual instalments over its estimated useful life of up to 20 years

#### Tangible fixed assets and depreciation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets over their estimated useful economic lives as follows

Lease costs
Plant and machinery
Fixtures, fittings and equipment
Motor vehicles
Website & computer equipment

over term of lease
20% of written down value
25% of written down value
25% of written down value
20% - 33% of cost

#### Stocks

Stocks are valued at the lower of cost and net realisable value

#### NOTES TO THE FINANCIAL STATEMENTS Year ended 5 February 2012

## 1. ACCOUNTING POLICIES (continued) Taxation

Current 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

In accordance with FRS 19, deferred taxation is provided in full on timing differences which represent an asset or liability at the balance sheet date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered Deferred tax assets and liabilities are not discounted.

#### Leases

Assets held under finance leases are capitalised as tangible fixed assets, and are depreciated over the shorter of the lease term and their useful lives. The capital elements or future lease obligations are recorded as liabilities, while the interest elements are charged to the profit and loss account over the period of the leases to produce a constant rate of charge on the balance of capital repayments outstanding. Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease.

#### Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange prevailing at the accounting date. Transactions in foreign currencies are recorded at the date of the transaction. All exchange differences are taken to the Profit and Loss account.

#### Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments, as defined in FRS25, Financial Instruments Disclosure and Presentation. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

#### Share based payments

The share option programme allows employees to acquire shares of the ultimate parent company, Ensco 503 Limited. The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The fair value of the options granted is measured using an option pricing model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest.

2	INFORMATION REGARDING DIRECTORS AND EMPLOYEES	2012 £'000	2011 £'000
	Directors' emoluments	780	806
	Share based payments	-	354
		780	1,160

From 7 December 2011 Directors are remunerated by other Group Companies

# NOTES TO THE FINANCIAL STATEMENTS Year ended 5 February 2012

## 2. INFORMATION REGARDING DIRECTORS AND EMPLOYEES (continued)

		2012 £'000	2011 £'000
	Highest paid director	335	343
	The company made no contributions in the current or preceding year to peither year were accruing pension benefits under any scheme	ension schemes	No directors in
	Employee costs (including directors) during the year:	£'000	£'000
	Wages and salaries Social security costs Share based payments	8,217 647	5,013 401 354
		8,864 ———	5,768
	Average monthly number of persons employed:	No.	No.
	Warehouse Administration	119 92	79 52
		211	131
3.	OPERATING PROFIT  Operating profit is after charging	2012 £'000	
	Depreciation of tangible fixed assets  Amortisation of intangible fixed assets  Rentals under operating leases - land and buildings	615 5 318	7
	Auditors' remuneration - audit of these financial statements - other services relating to taxation	25	

## NOTES TO THE FINANCIAL STATEMENTS Year ended 5 February 2012

4.	INTEREST RECEIVABLE AND SIMILAR INCOME	2012 £'000	2011 £'000
	Bank interest receivable		7
5.	INTEREST PAYABLE AND SIMILAR CHARGES	2012 £'000	2011 £'000
	Interest on late payment of tax Interest on loan from parent undertakings	75	20
		78	<u>20</u>

#### NOTES TO THE FINANCIAL STATEMENTS Year ended 5 February 2012

#### 6. TAX ON PROFIT ON ORDINARY ACTIVITIES

		2012 £'000	2011 £'000
UK corporation	tax		
Current tax on i	ncome for the period	3,089	2,978
Adjustments in	respect of prior periods	(111)	-
Group relief pai		-	600
Total current tax	ζ	2,978	3,578
Deferred tax	- accelerated capital allowances	(74)	-
	- short term timing differences	(104)	-
Towards a	an ordenami activities	2,800	3,578
тах он ргони с	on ordinary activities	2,800	=====

#### Factors affecting the charge

The current tax for the period is lower (2011 higher) than the UK standard rate of corporation tax of 26 3% (2011 28%) The differences are explained in the following reconciliation

	£'000	£'000
Current tax reconciliation		
Profit on ordinary activities before tax	12,580	10,213
	·	
	£,000	£'000
Tax on profit on ordinary activities at 26 3% (2011 28%)	3,308	2,860
Effects of		
Expenses not deductible for tax purposes	85	304
Accelerated capital allowances	34	19
Adjustments in respect of prior periods	(111)	_
Group relief paid	<u>-</u>	600
Effect of group relief on tax charge	(338)	(205)
Total current tax charge	2,978	3,578

Included within the tax charge for the period is a payment of £nil (2011 £600,000) to other group companies to acquire tax losses of £1,284,000 (2011 £732,000). The actual losses acquired have been utilised at 26 3% (2011 28%) against the current tax charge for the period

#### Events after the balance sheet date

In accordance with FRS 21 "Events after the balance sheet date", the directors note the change in corporation tax rate from 26% to 24% effective 1 April 2012 as announced on 26 March 2012. This change will impact the deferred tax balances presented within these financial statements, and the future current tax charge. However, as the change was not substantively enacted in to law at the balance sheet date it is not considered to be an adjusting event as defined by FRS 21, and consequently no changes have been made to the rate of corporation tax used within these financial statements. Deferred tax balances have been evaluated using the substantively enacted rate at the balance sheet date of 25%

## NOTES TO THE FINANCIAL STATEMENTS Year ended 5 February 2012

## 7. INTANGIBLE FIXED ASSETS

	Goodwill £'000	Total £'000
Cost At 1 February 2011 Additions	108	108
At 5 February 2012	108	108
Amortisation At 1 February 2011 Charge for the period	55 5	55
At 5 February 2012	60	60
Net book value At 5 February 2012	48	48
At 31 January 2011	53	53

## 8. TANGIBLE FIXED ASSETS

	Leasehold land and buildings	Plant and machinery	Fixtures fittings and equipment	Motor Vehicles	Computer Equipment	Total
	£'000	£'000	£'000	£'000	£'000	£'000
Cost					020	1.066
At 1 February 2011	42	137	664	184	939	1,966
Additions	1,162	130	163	89	526	2,070
Disposals		(9)				<u>(9)</u>
At the end of period	1,204	258	827	273	1,465	4,027
Accumulated deprecia						
At 1 February 2011	28	39	361	60	354	842
Charge for period	137	35	_ <del>97</del>			615
At the end of period	165	74	458	106	654	1,457
Net book value At 5 February 2012	1,039	184	369	167	811	2,570
Net book value At 31 January 2011	14	98	303	124	585	1,124

## NOTES TO THE FINANCIAL STATEMENTS Year ended 5 February 2012

9.	STOCKS	2012 £'000	2011 £'000
	Finished goods and goods for resale	20,971	15,704
10.	DEBTORS	2012 £'000	2011 £'000
	Amount due from parent company Other debtors and prepayments Other taxes & Social Security Deferred tax debtor (note 12)	1,006 1,046 467 154	1,680
		2,673	2,928
11.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	2012 £'000	2011 £'000
	Bank overdraft and short term loans Trade creditors Corporation tax Other taxes and social security Other creditors and accruals Intercompany loan	767 6,410 1,239 229 4,980 4,270	3,691 5,383 1,640 587 2,941
		17,895	14,242

The Bank overdraft and short term loans are secured by a fixed and floating charge over the assets of the company and are repayable on demand. Interest on the loan from the parent company is payable at a rate of 11% per annum.

## NOTES TO THE FINANCIAL STATEMENTS Year ended 5 February 2012

## 12. PROVISIONS FOR LIABILITIES AND CHARGES

			2012 £'000	2011 £'000
	Deferred tax – see note 10 for deferred tax debtor Dilapidations		100	24 70
			100	94
	Deferred tax	Accelerated capital allowances £°000	Other short term timing differences £'000	Total £'000
	Liability at beginning of period  Movement in the year	(58) 74	34 104	(24) 178
	Debtor at end of period	16	138	154
13.	CALLED UP SHARE CAPITAL		2012 £	2011 £
	Allotted, called up and fully paid			
	400 Ordinary shares of £1 each		400	400
	100 A Ordinary shares of £1 each		100	100
	100 B Ordinary shares of £1 each		100 100	100 100
	100 C Ordinary shares of £1 each 100 D Ordinary shares of £1 each		100	100
	(00 D Ordinary shares of L1 cach		800	800

All shares rank parı passu with regard to voting and distribution rights

# NOTES TO THE FINANCIAL STATEMENTS Year ended 5 February 2012

# 14. COMBINED RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS AND STATEMENT OF MOVEMENTS ON RESERVES

	Share capital co	Capital ontribution	Profit and loss account	Total 2012	Total 2011
	£'000	£'000	£'000	£'000	£'000
At 1 February 2011	1	1,593	6,838	8,432	5,743
Profit for the period	-	-	9,780	9,780	6,635
Dividends paid	-	-	(4,000)	(4,000)	(4,300)
Share based payments	•	-	-		354
At 5 February 2012	1	1,593	12,618	14,212	8,432
-	<del></del>				

## 15. RELATED PARTY DISCLOSURES

The company rents its premises from Bespoke Design, a partnership in which H S Jones (a former shareholder and director) has a beneficial interest. Rent of £225,667 (2011 £225,667) was paid in the year. There was no outstanding liability at the end of the period (2011 £nil)

As the company is a wholly owned subsidiary of Mapil Midco 2 Limited, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group

## NOTES TO THE FINANCIAL STATEMENTS Year ended 5 February 2012

## 16. COMMITMENTS

#### **Operating Leases**

At 5 February 2012, the company had annual commitments under non-cancellable operating leases as set out below

Land and buildings	2012 £'000	2011 £'000
Expiry date - between one and two years - between two and five years - over 5 years	226 357	226 78
	583	304

#### **Cross Company Guarantees**

The cross company guarantees are in relation to shareholder and bank loans. Shareholder loans in the parent companies amount to £101,593,365 and bank loans amount to £43,133,289.

#### **Financial Commitments**

At 5 February 2012 the company had a liability in respect of documentary letters of credit of US\$34,630 (2011 US\$257,859)

There are no unrealised gains or losses at 5 February 2012

## 17. ULTIMATE AND IMMEDIATE PARENT UNDERTAKING AND CONTROLLING PARTY

The ultimate parent company is Mapil Topco Limited, a company incorporated in the UK and registered in England and Wales

At 5 February 2012, the results of the company are consolidated in Mapil Midco 2 Limited The consolidated financial statements of this company are available to the public from Companies House, Cardiff, CF14 3UZ

At the Balance Sheet date the group was controlled by funds managed by Bridgepoint EU Ltd