

Hillarys Blinds (Holdings) Limited

**Annual report and financial
statements**

Registered number 02692951

31 December 2018



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Strategic report

Business review

The company's principal activity is that of a holding company. During the year there have not been any significant changes in the company's principal activity.

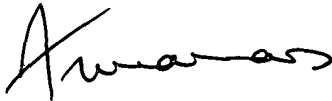
The directors are not aware, at the date of this report, of any likely major changes in the company's activities in the next financial year.

The balance sheet on page 7 of the financial statements shows that the company's financial position at the year-end had net assets of £5 million (2017: £5 million).

Principal risks and uncertainties

At the balance sheet date, the company has no third-party debt and its intercompany borrowings are held on an interest-free basis. It therefore has no interest rate exposure. Given the nature of this company as a holding company, the directors do not consider there to be any other principal risks and uncertainties.

By order of the Board:



Andy Thomas
Director

Dated: 24.9.19.

Directors' report

The directors present their report and financial statements for the year ended 31 December 2018.

Results and dividends

The profit for the year, after taxation, amounted to £nil (*31 Dec 2017: profit of £4,000*). Ordinary dividends of £nil (*31 Dec 2017: £nil*) were paid during the year.

Principal activities

The principal activity of the company continues to be that of a holding company.

Directors

The directors who served the company during the year were as follows:

JM Risman
DMA Lewis
DH Lock (resigned 20 February 2019)
AR Thomas

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 auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditors

Following the acquisition by the Hunter Douglas Group, Ernst & Young LLP were appointed as auditors during the year ended 31st December 2018.

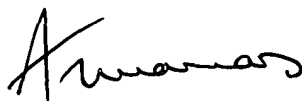
Employees

The Company values the contribution of all of its staff. The Board sees their continued involvement in the development and delivery of the Company's products and services as of critical importance to the future success of the Company and accordingly works hard to keep all staff informed of the progress and development of the business. The Company seeks to ensure that all employees and job applicants are afforded equal opportunity in all areas of employment.

Political and charitable contributions

Charitable contributions totalling £nil were made during the year (*31 Dec 2017: £nil*). No political contributions were made during the year (*31 Dec 2017: £nil*).

By order of the board



Andy Thomas
Director

Dated: 24.9.19.

Statement of directors' responsibilities in respect of the annual 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 financial statements in accordance with applicable law (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

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 then apply them consistently;
- make judgements 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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.

Independent auditor's report to the members of Hillarys Blinds (Holdings) Limited

Opinion

We have audited the financial statements of Hillarys Blinds (Holdings) Limited for the year ended 31 December 2018 which comprise of the Profit and Loss Account, the Balance Sheet, the Statement of comprehensive income, the Statement of changes in equity and the related notes 1 to 10, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2018 and of its result for the year 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters 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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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 material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

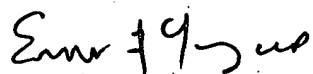
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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.



Steven Bagworth (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Birmingham

30 September 2019

Profit and loss account and other comprehensive income

	<i>Note</i>	Year to 31 Dec 18 £000	Period to 31 Dec 17 £000
Administrative expenses	2	-	4
		<hr/>	<hr/>
Operating profit and profit before taxation		-	4
Tax on profit	4	-	-
		<hr/>	<hr/>
Profit and total comprehensive income for the financial year		-	4
		<hr/>	<hr/>

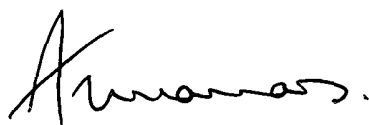
All amounts relate to continuing activities.

There were no recognised gains or losses in either the current or preceding year other than those disclosed in the profit and loss account.

Balance sheet

	Note	31 December 2018		31 December 2017	
		£000	£000	£000	£000
Fixed assets					
Investment in subsidiary undertakings	5		5,016		5,016
Current assets					
Debtors	6	2		2	
Net current assets			2		2
Net assets			5,018		5,018
Capital and reserves					
Called up share capital	7		41		41
Capital redemption reserve			2		2
Profit and loss account			4,975		4,975
Shareholders' funds			5,018		5,018

These financial statements were approved by the board of directors on 24.9.19, and were signed on its behalf by:



Andy Thomas
Director

Company registered number: 2692951

Statement of changes in equity

	Called up share capital £000	Capital redemption reserve £000	Profit and loss account £000	Total equity £000
Balance at 1 October 2016	41	2	4,971	5,014
Total comprehensive expense for the period				
Profit for the period	-	-	4	4
	<hr/>	<hr/>	<hr/>	<hr/>
Total comprehensive income for the period	-	-	4	4
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 December 2017	41	2	4,975	5,018
	<hr/>	<hr/>	<hr/>	<hr/>

	Called up share capital £000	Capital redemption reserve £000	Profit and loss account £000	Total equity £000
Balance at 1 January 2018	41	2	4,975	5,018
Total comprehensive expense for the year				
Profit for the year	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Total comprehensive income for the year	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 December 2018	41	2	4,975	5,018
	<hr/>	<hr/>	<hr/>	<hr/>

Notes

(forming part of the financial statements)

1 Accounting policies

Hillarys Blinds (Holdings) Limited (the “Company”) is a private company limited by shares and incorporated and domiciled in the UK. The registered number is 02692951 and the registered address is Unit 2, Churchill Park, Private Road No. 2, Colwick, Nottingham, NG4 2JR.

The previous accounting period was 15 months long.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group. These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland (“FRS 102”) as issued in August 2014. The amendments to FRS 102 issued in July 2016 and effective immediately have been applied. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The Company’s ultimate parent undertaking, Hunter Douglas N.V. includes the Company in its consolidated financial statements. The consolidated financial statements of Hunter Douglas N.V. are available to the public and may be obtained from ‘The Company Secretary, Hunter Douglas N.V., 2, Piekstraat, 3071 EL, Rotterdam, the Netherlands’. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements. On first time adoption of FRS 102, the Company had not retrospectively changed its accounting under old UK GAAP for accounting estimates.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

1.2 Going concern

The financial statements have been prepared on a going concern basis, which the directors believe to be appropriate for the reasons set out below.

The company is a holding company of a profit making group which is expected to continue to generate positive cash flows for the foreseeable future. As a consequence, the directors believe that the group is well placed to manage its business risks successfully despite the current uncertain economic outlook. The company has net assets and therefore does not require any support from the rest of the group to continue in its activities as a holding company.

The directors therefore have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, and therefore adopt the going concern basis of accounting.

Notes (continued)

1 Accounting policies (continued)

1.3 Classification of financial instruments issued by the Company

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- (b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

1.4 Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Investments in subsidiaries

These are separate financial statements of the company. Investments in subsidiaries are carried at cost less impairment.

1.5 Impairment excluding stocks, and deferred tax assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Notes (continued)

1 Accounting policies (continued)

1.5 Impairment excluding stocks, and deferred tax assets (continued)

Non-financial assets

The carrying amounts of the Company's non-financial assets, other than stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a *pro rata* basis.

An impairment loss is reversed if and only if the reasons for the impairment have ceased to apply.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.6 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Notes (continued)

2 Expenses and auditor's remuneration

Included in profit are the following:

	Year to 31 Dec 18 £000	Period to 31 Dec 17 £000
(Reversal)/impairment of investment	-	(4)
	<u> </u>	<u> </u>

Auditor's remuneration:

	Year to 31 Dec 18 £000	Period to 31 Dec 17 £000
Audit of these financial statements	-	5
	<u> </u>	<u> </u>

Amounts receivable by the Company's auditors in respect of services to the Company and its associates, other than the audit of the Company's financial statements, are disclosed in the consolidated financial statements of the parent company, Hunter Douglas NV.

3 Staff costs and director's remuneration

There were no employees of the company, other than the directors, during the year.

The directors of the company are also directors or officers of a number of the companies within the group. The directors' services to the company do not occupy a significant amount of their time. As such the directors do not consider that they have received any remuneration for their incidental services to the company for the periods ended 31 December 2017 and 31 December 2018.

4 Taxation

Total tax charge recognised in the profit and loss account, other comprehensive income and equity

	Year to 31 Dec 18 £000	Period to 31 Dec 17 £000
<i>Current tax</i>		
Current tax on income for the year	-	-
	<u> </u>	<u> </u>
Total current tax	-	-
	<u> </u>	<u> </u>

Notes (continued)

4 Taxation (continued)

Reconciliation of effective tax rate

	Year to 31 Dec 18 £000	Period to 31 Dec 17 £000
Profit excluding taxation	-	4
Tax using the UK corporation tax rate of 19% (31 Dec 2017: 19.4%)	-	1
Expenses/(income) not taxable for tax purposes	-	(1)
	<hr/>	<hr/>
Total tax charge included in profit or loss	-	-
	<hr/>	<hr/>

Factors that may affect future tax charges

The UK corporation tax rate will reduce from 19% to 17% effective from 1 April 2020. This was substantively enacted on 6 September 2016 and will reduce the company's future current tax charge accordingly.

5 Investments in subsidiary undertakings

	£000
Cost:	
Opening and closing balance as at 1 January 2018 and 31 December 2018	5,016

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Name of company	Holding	Proportion of voting rights and shares held	Country of incorporation	Nature of business
Willson Brooks Advertising Limited *	Ordinary	100%	England and Wales	Dormant
Arena Sun Control Systems Limited *	Ordinary	100%	England and Wales	Blinds and curtains
Hillarys Blinds Limited *	Ordinary	100%	England and Wales	Blinds and curtains
Shadewell Limited *	Ordinary	100%	England and Wales	Dormant
Hillarys Blinds (Sales) Limited *	Ordinary	100%	England and Wales	Dormant
Web Blinds Limited *	Ordinary	100%	England and Wales	Dormant
Wholesale Blinds Limited	Ordinary	100%	England and Wales	Dormant
Hillarys Blinds (Northern) Limited	Ordinary	100%	England and Wales	Dormant
Hillarys Blinds Trustee Company Limited *	Ordinary	100%	England and Wales	Dormant
Premier Shutters Limited *	Ordinary	100%	England and Wales	Non-trading
Shaftesbury Shutters Limited *	Ordinary	100%	England and Wales	Non-trading
Customwest Trading Limited *	Ordinary	100%	England and Wales	Shutters
Hillarys Finance Limited *	Ordinary	100%	England and Wales	Dormant
Hillarys Holdings Limited *	Ordinary	100%	England and Wales	Dormant
The Hillarys Group Limited *	Ordinary	100%	England and Wales	Dormant
Quartz Acquisition Limited *	Ordinary	100%	England and Wales	Dormant
Quartz Topco Limited *	Ordinary	100%	England and Wales	Dormant

Companies denoted * are owned directly by the Company. Other subsidiary undertakings are held by subsidiary holding companies.

The registered office of all of the above companies is: Unit 2, Churchill Park, Private Road No. 2, Colwick, Nottingham, NG4 2JR.

6 Debtors

	31 Dec 18 £000	31 Dec 17 £000
Owed by group companies	2	2

7 Capital and reserves

Share capital

	31 Dec 18 £000	31 Dec 17 £000
<i>Allotted, called up and fully paid</i> 404,114 ordinary shares of £0.10 each	41	41

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

8 Related parties

The company has taken advantage of paragraph 33.1A of FRS 102 to not disclose transactions between wholly owned entities.

9 Accounting estimates and judgements

The preparation of the financial statements requires judgements, estimations and assumptions to be made that affect the reported values of assets, liabilities, revenues and expenses. The nature of estimation and judgement for the Company include:

Investments

The Company has £5,016,000 of investments which are assessed for impairment annually. For non-trading companies this is by comparing the value of the investment to the net assets of the company invested in. For trading companies this is by estimating the future cash flows expected to arise from the trading company, which is then discounted at a suitable discount rate in order to calculate the present value of these cash flows, and comparing that value to the value of the investment.

10 Ultimate parent company and parent company of larger group

The ultimate holding company is Hunter Douglas NV, a company registered in The Netherlands whose registered address is 2, Plekstraat, 3071 EL Rotterdam, The Netherlands.

The immediate parent undertaking is Bellotto Acquisitions Limited, a company incorporated in England and Wales.

The smallest and largest company in which the results of the company are consolidated is Hunter Douglas NV, a company incorporated in The Netherlands.

Copies of the group financial statements, which include this company, are available from: The Company Secretary, Hunter Douglas NV, 2, Piekstraat, 3071 EL Rotterdam, The Netherlands.