(Company number: 02949553)

Annual report and financial statements

For the year ended 31 December 2016

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# **LEGO Lifestyle International Limited** (Company number: 02949553)

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(Company number: 02949553)

# Directors and advisers

**Directors** C Andersen

CT Bell J Broskov

Company secretary ALS Cumming

Independent auditors PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

2nd Floor, 3 St James Court, Whitefriars, Norwich, NR3 1RJ

Solicitors Lewis Silkin LLP

5 Chancery Lane, Clifford's Inn

London EC4A 1BL

Registered office Capital Point

33 Bath Road Slough Berkshire SL1 3UF Directors' report for the year ended 31 December 2016

The directors present their annual report and the audited financial statements of the Company for the year ended 31 December 2016. This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006 and Financial Reporting Standard 101, 'Re-

duced Disclosure Framework' (FRS 101).

Principal activities

Using the registered trade name of LEGO Lifestyle International Limited, the principal activity is to coordinate the non-media outbound licensing activities of the LEGO A/S Group. The activities themselves have from 2002 been performed by LEGO employees based in Denmark. As the remaining contract still resides in the LEGO Lifestyle International Limited legal entity, all income and costs associated with li-

censing activity are transferred to LEGO Lifestyle International Limited by LEGO System A/S.

Business performance and future developments

In 2016, the Company experienced an increase in revenue compared to 2015, primarily due to sales of the merchandising line which was launched in November 2015. The increase in revenue is the main driver as to the growth in profit for 2016. The directors are satisfied with the Company's performance and the results

of its activities during the current year.

There are no anticipated changes to the principal activities of the business.

Results and dividends

The result for the year shows a profit on ordinary activities before taxation of £66,123 (2015: £49,879) and revenue of £73,343 (2015: £55,429). The profit for the financial year amounted to £66,123 (2015: £49,879).

The Company has net current assets of £2,515,295 (2015: £2,449,172). No interim dividend has been paid and the directors do not propose the payment of a final dividend for the year (2015:£nil).

**Directors** 

The names of the directors of the Company who held office during the year and up to the date of signing these financial statements are shown below:

C Andersen

CT Bell

J Broskov

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#### Directors' report for the year ended 31 December 2016 (continued)

#### Directors' indemnities

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The LEGO Group has on behalf of the directors of the Company purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors.

#### Financial risk management

The LEGO Group has centralised the management of the Group's financial risks. The overall objectives and policies for the Group's financial risk management are outlined in an internal Treasury Policy which is implemented by the Company's Directors.

#### Liquidity risk

The Company forms part of The LEGO Group treasury arrangements which actively manage a mixture of finance to ensure that the group has sufficient liquid resources to manage its current and future operational requirements.

#### Interest rate risk

The Company has interest bearing assets in the form of cash balances and certain balances with group undertakings as it is party to an overnight cash pooling arrangement with other LEGO A/S group companies, which is used to manage interest rate risk on a group basis. Other amounts due, from and payable to group undertakings are unsecured, interest free and are payable on demand.

#### Credit risk

Credit risk arises from cash and cash equivalents and outstanding receivables. Management however believe that the concentration of credit risk associated with the company's cash and liquid resources is mitigated by the fact that their transactions consist solely of those with related parties.

### Foreign exchange risk

The Company is subject to foreign exchange risks on balances and transactions that are denominated in a currency other than sterling. The principal exposure in relation to market risk arises with respect to changes in the exchange rate. Management are satisfied that there would be no significant impact of a change in exchange rates due to the fact that all transactions within the entity are in Pounds Sterling.

#### Statement of directors' responsibilities

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulation.

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## Directors' report for the year ended 31 December 2016 (continued)

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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.

The directors 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.

#### Disclosure of information to auditors

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as each director is 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/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This information is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

#### **Independent auditors**

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

behalf of the board 24/4 2017.

J Broskov

Director

(Company number: 02949553)

# Independent auditors' report to the members of LEGO Lifestyle International Limited

#### Report on the financial statements

#### Our opinion

In our opinion, LEGO Lifestyle International Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the Company's affairs as at 31 December 2016 and of its profit 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.

#### What we have audited

The financial statements, included within the Annual Report, comprise:

- the Statement of financial position as at 31 December 2016;
- the Income statement and Statement of comprehensive income for the year then ended;
- the Statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

#### 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 year 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 addition, in light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Directors' Report. We have nothing to report in this respect.

#### Other matters on which we are required to report by exception

#### Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

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# Independent auditors' report to the members of LEGO Lifestyle International Limited (continued)

We have no exceptions to report arising from this responsibility.

#### Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

#### **Entitlement to exemptions**

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

#### Responsibilities for the financial statements and the audit

#### Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out on pages 3-4, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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.

#### What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

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# Independent auditors' report to the members of LEGO Lifestyle International Limited (continued)

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

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. With respect to the Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.

Bree Sherwood (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Sherwood

Chartered Accountants and Statutory Auditors

Norwich

3 May 2017

# LEGO Lifestyle International Limited (Company number: 02949553)

# Income statement

		Year ended	Year ended 31 December	
		2016	2015	
<u> </u>	Note	£	£	
Revenue	4	73,343	55,429	
Gross profit		73,343	55,429	
Administrative expenses		(19,626)	ر(17,733)	
Operating profit	5	53,717	37,696	
Finance income	8	12,406	12,183	
Profit on ordinary activities before income tax		66,123	49,879	
Income tax expense on ordinary activities	. 9	, -	· · · · · · · · · · · · · · · · · · ·	
Profit for the financial year		66,123	49,879	
	~			

# Statement of comprehensive income

	Year ended 31	Year ended 31 December	
	2016	2015	
	£	££	
Profit for the financial year	66,123	49,879	
Other comprehensive income for the year, net of		•	
tax		_	
Total comprehensive income for the year	66,123	49,879	

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# Statement of financial position

		As at 3	December
		2016	2015
	Note	£	£
Current assets			
Trade and other receivables	10	2,522,675	2,456,552
Creditors: amounts falling due within one year	11	(7,380)	(7,380)
Net current assets		2,515,295	2,449,172
Total assets less current liabilities		2,515,295	2,449,172
Equity			
Ordinary shares	12	2,100,000	2,100,000
Retained earnings		415,295	349,172
Total shareholders' funds		2,515,295	2,449,172

The notes on pages 11 to 17 are an integral part of these financial statements.

24/4-2017

The financial statements on page 8 to 17 were approved by the board of directors on / 2017 and were signed on its behalf by:

J Broskov

Director

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# Statement of changes in equity for the year ended 31 December 2016

	Called up share capital	Retained earnings	Total share- holders' fund
	£	£	£
Balance as at 1 January 2015	2,100,000	299,293	2,399,293
Profit for the financial year	-	49,879	49,879
Total Comprehensive Income for the year	-	49,879	49,879
Total transactions with owners, recognised directly in equity	-	-	
Balance as at 31 December 2015	2,100,000	349,172	2,449,172
Balance as at 1 January 2016	2,100,000	349,172	2,449,172
Profit for the financial year	-	66,123	66,123
Total Comprehensive Income for the year	-	66,123	66,123
Total transactions with owners, recognised directly in equity	-	-	-
Balance as at 31 December 2016	2,100,000	415,295	2,515,295

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#### Notes to the financial statements for the year ended 31 December 2016

#### 1. General information

Using the registered trade name of LEGO Lifestyle International Limited, the principal activity is to coordinate the non-media outbound licensing activities of the LEGO A/S Group. The activities themselves have from 2002 been performed by LEGO employees based in Denmark. As the remaining contract still resides in the LEGO Lifestyle International Limited legal entity, all income and costs associated with licensing activity are transferred to LEGO Lifestyle International Limited by LEGO System A/S.

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been applied consistently to all the years presented, unless otherwise stated.

The Company is a private Company limited by shares and is incorporated in England.

#### 2. Summary of significant accounting policies

#### a. Basis of preparation

The financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006. The financial statements of LEGO lifestyle International Limited have been prepared in accordance with the Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101).

The preparation of financial statements in conformity with FRS 101 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 in note 3.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 7, 'Financial Instruments: Disclosures'
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
  - i. paragraph 79(a)(iv) of IAS 1;

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#### Notes to the financial statements for the year ended 31 December 2016 (continued)

### 2. Summary of significant accounting policies (continued)

#### a. Basis of preparation (continued)

- The following paragraphs of IAS 1, 'Presentation of financial statements:
  - 10(d), (statement of cash flows)
  - 10(f) (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements),
  - 16 (statement of compliance with all IFRS),
  - 38A (requirement for minimum of two primary statements, including cash flow statements),
  - 38B-D (additional comparative information),
  - 111 (cash flow statement information), and
  - 134-136 (capital management disclosures)
- IAS 7, Statement of cash flows'
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

#### b. Going concern

At the balance sheet date the Company had net current assets of £2,515,295 (December 2015 net current assets: £2,449,172). For this reason, the directors consider it appropriate to prepare the financial statements on the going concern basis.

#### c. Revenue

Revenue represents income from royalties whereby manufacturers sell products labelled with the LEGO brand. Revenue excludes value added tax and is earned on the date that the licensee sells the labelled goods and recognised when the credit note is received.

#### d. Trade and other receivables

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

#### e. Current tax

The tax expense for the period comprises current tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds, respectively.

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## Notes to the financial statements for the year ended 31 December 2016 (continued)

#### 2. Summary of significant accounting policies (continued)

#### e. Current tax (continued)

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

#### f. Foreign currency translations

#### (a) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in 'Pounds Sterling' (£), which is also the Company's functional currency.

#### (b) Transactions and balances

Transactions in foreign currencies are translated into sterling at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rate of exchange ruling at the balance sheet date. All differences on exchange are taken to the income statement.

## 3. Critical accounting estimates and judgments

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 addressed below.

#### Impairment of receivables

The Company makes an estimate of the recoverable value of trade and other receivables. When assessing impairment of receivables, management considers factors including the credit rating of the receivable, the ageing profile of receivables and historical experience.

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# Notes to the financial statements for the year ended 31 December 2016 (continued)

#### 4. Revenue

	2016	2015
	£	£
Europe	73,343	55,429

The Company has only one principal activity, therefore no further analysis of revenue or profit before taxation between classes of business is required. Revenue is shown by destination.

## 5. Operating profit

	2016	2015
	£	£
Operating profit is stated after charging:		
Service fee	10,653	8,777
Services provided by the Company's auditors:		
- Fees payable for the audit of the Financial Statements	3,000	3,000
- Fees payable for tax compliance services	5,880	5,880

#### 6. Staff costs

The average monthly number of employees, excluding directors, during the year was nil (2015: nil). The average monthly number of employees, including directors, during the year was three (2015: three). No staff costs were incurred during the year (2015: £nil).

## 7. Directors' emoluments

The directors' emoluments are paid by LEGO System A/S. No fees are paid in relation to services performed for LEGO Lifestyle International Limited (2015: £nil).

### 8. Finance income

	2016	2015
	£	£
Finance income		
Group interest receivable	12,389	12,178
Other interest income	17	5
Total finance income	12,406	12,183

The group interest receivable arises on the central cash pooling account.

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#### Notes to the financial statements for the year ended 31 December 2016 (continued)

# 9. Tax on profit on ordinary activities

Tax expense included in profit or loss

•	2016	2015
	£	£
Current tax:		
UK corporation tax on profits of the year	-	-
Tax on profit on ordinary activities	<u> </u>	-

The tax assessed for the year is lower (2015: lower) than the standard rate of corporation tax in the United Kingdom of 20% (2015: 20.25%). The differences are explained below:

	2016	2015
	£	£
Profit on ordinary activities before taxation	66,123	49,879
Profit on ordinary activities multiplied by the standard rate of corporation		
tax in the UK of 20% (2015: 20.25%)	13,225	10,100
Effects of:	,	
Group relief claimed	(13,225)	(10,100)
Tax charge	-	-

The tax charge may be affected by the surrender or claiming of group relief to or from other affiliates for which no payment is received or made.

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2015 (on 26 October 2015) and Finance Bill 2016 (on 7 September 2016). These include reductions to the main rate to reduce the rate to 19% from 1 April 2017 and to 17% from 1 April 2020.

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# Notes to the financial statements for the year ended 31 December 2016 (continued)

#### 10. Trade and other receivables

	2016 £	2015 £
Amounts owed by group undertakings	2,521,591	2,455,964
Other receivables	1,084	588
	2,522,675	2,456,552

Amounts owed by group undertakings are unsecured, have no fixed date of repayment and are repayable on demand. For amounts relating to the cash pool arrangement, £2,456,401, (2015: £2,410,711), interest is charged at normal bank rates, which in 2016 amounted to an average interest rate of 0.54%. Other amounts owed by group undertakings, £65,190 (2015: £45,253) are interest-free.

## 11. Creditors: amounts falling due within one year

	2016	2015
	£	£
Accruals and deferred income	7,380	7,380

#### 12. Called Up Share capital

	2016	2016	2015	2015
	Number	£	Number	£
Allotted and fully paid				
Ordinary shares of £1 each	100,000	100,000	100,000	100,000
Ordinary redeemable shares of £1 each	2,000,000	2,000,000	2,000,000	2,000,000
	2,100,000	2,100,000	2,100,000	2,100,000

The £1 Ordinary redeemable shares are redeemable at the Company's option, at par, at any time. They carry the same voting rights, rights to dividends and priority on a winding up as the ordinary shares.

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## Notes to the financial statements for the year ended 31 December 2016 (continued)

# 13. Ultimate parent undertaking and ultimate controlling party

The immediate parent undertaking is LEGO Park Holding U.K. Limited.

The ultimate parent undertaking and controlling party is KIRKBI A/S, a Company incorporated in Denmark. KIRKBI A/S is owned by the Kirk Kristiansen family.

KIRKBI A/S is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2016. The consolidated financial statements of KIRKBI A/S are available from Erhvervsstyrelsen, Kampmannsgade 1, DK-1780 Copenhagen V, Denmark.

LEGO A/S is the parent undertaking of the smallest group of undertakings to consolidate these financial statements. The consolidated financial statements of The LEGO Group are available from Erhvervsstyrelsen, Kampmannsgade 1, DK-1780 Copenhagen V, Denmark.