HANDYMINSTER LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

for the 52 weeks ended 1 June 2014

Registered number: 03012988

CONTENTS

COMPANY INFORMATION

DIRECTORS:	S Richards T Doubleday
INDEPENDENT AUDITORS:	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 1 Embankment Place London WC2N 6RH
BANKERS:	Barclays Bank PLC 1 Churchill Place London E14 5HP
SOLICITORS:	Taylor Wessing 5 New Street Square London EC4A 3TW
REGISTERED OFFICE:	1st Floor 163 Eversholt Street London NW1 1BU
REGISTERED NUMBER:	03012988

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements of Handyminster Limited ('the Company') for the 52 weeks ended 1 June 2014. The comparatives are for the 53 weeks ended 2 June 2013.

Principal activities
The property leased by the Company has been sublet to a third party.

Results and dividends
The profit after tax for the financial period amounted to £3,212 (2013: £7,670). The directors do not propose the payment of a dividend (2013: nil).

A net exceptional credit of £7,962 was recognised by the Company for the 52 weeks ended 1 June 2014 (2013: £10,920). This income is considered exceptional as set out in the accounting in Note 1 and related to the movements in onerous contract provisions.

Review of developments and future prospects
The property leased by the Company has been sublet to a third party.

Principal risks and uncertainties
From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of Tragus Bidco Limited and its subsidiaries ('the Group') of which the Company is a member, and are not managed separately. The principal risks and uncertainties of the Group are disclosed in Tragus Bidco Limited's consolidated financial statements which does not form part of this report.

Key Performance Indicators
The Directors of Tragus Bidco Limited manage the Group's operations on a divisional basis. For this reason, the Company's directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of Handyminster Limited. The development, performance and position of the business of the Group is discussed within the Strategic and Directors' Reports of Tragus Bidco Limited's consolidated financial statements which does not form part of this report.

Financial risk management
From the perspective of the Company, the financial risks of the Company are integrated with the financial risks of the Group and are not managed separately. Accordingly, the management of the financial risks of the Group, which include those of the Company, are disclosed in the Tragus Bidco Limited's consolidated financial statements which does not form part of this report.

Going concern
The directors believe that preparing financial statements on the going concern basis is appropriate due to the continued financial support of Tragus Bidco Limited. The directors have received confirmation that Tragus Bidco Limited intend to support the Company for at least one year after these financial statements are signed.

Directors
The directors of the Company during the period and up to the date of signing the financial statements were as follows:

J Derkach	Resigned 30th April 2014
M Mansigani	Resigned 31st July 2014
S Richards	Appointed 30th April 2014
T Doubleday	Appointed 4th July 2014

DIRECTORS' REPORT

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 period. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting 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 the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors
In accordance with Section 418, directors' reports shall include a statement, in the case of each director in office at the date the directors' report is approved, that:

(a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and

(b) he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Independent auditors
In the absence of a notice proposing that their appointment be terminated, the auditors, PricewaterhouseCoopers LLP, will be deemed to be re-appointed for the next financial period.

On behalf of the Board of Directors

S Richards
DIRECTOR

13 February 2015

1st Floor
163 Eversholt Street
LONDON NW1 1BU

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HANDYMINSTER LIMITED

Report on the financial statements

Our opinion
In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 1 June 2014 and of its profit for the 52 week period 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.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited
The financial statements, which are prepared by Handyminster Limited, comprise:

- the profit and loss account for the 52 week period then ended 1 June 2014;
- the balance sheet as at 1 June 2014; 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 their preparation is applicable law and United Kingdom Accounting Standards (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.

What an audit of financial statements involves
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("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.

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

Opinion on 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.

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.

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.

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 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.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and 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.

R. Savage

Rachel Savage (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

13 February 2015

PROFIT AND LOSS ACCOUNT

52 weeks ended 1 June 2014

	Note	52 weeks ended 1 June 2014 £	53 weeks ended 2 June 2013 £
Administrative expenses	2	(4,750)	(3,250)
Exceptional items	3	7,962	10,920
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		3,212	7,670
Tax on profit on ordinary activities	5	-	-
PROFIT FOR THE FINANCIAL PERIOD	10	3,212	7,670

All activities are in respect of discontinued operations.

The Company has no recognised gains or losses other than those included in the profit and loss account above, and therefore no separate statement of total recognised gains and losses has been prepared.

There is no difference between the profit on ordinary activities before taxation and the profit for the financial period stated above and their historic cost equivalent.

Registered number: 03012988

BALANCE SHEET

As at 1 June 2014

	Note	1 June 2014	2 June 2013
		£	£
CURRENT ASSETS			
Debtors	6	11,250	11,250
CREDITORS amounts falling due within one year	7	(306,735)	(309,947)
NET CURRENT LIABILITIES		(295,485)	(298,697)
PROVISIONS FOR LIABILITIES	8	-	-
NET LIABILITIES		(295,485)	(298,697)
CAPITAL AND RESERVES			
Called up share capital	9	1,000,000	1,000,000
Profit and loss account	10	(1,295,485)	(1,298,697)
TOTAL SHAREHOLDERS' DEFICIT	11	(295,485)	(298,697)

These financial statements on pages 5 to 10 were approved by the Board of Directors and authorised for issue on 13 February 2015 and signed on its behalf by:

T Doubleday
Director

NOTES TO THE FINANCIAL STATEMENTS

52 weeks ended 1 June 2014

1. ACCOUNTING POLICIES

These financial statements have been prepared in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom (UK GAAP).

The principal accounting policies adopted by the directors, and which have been consistently applied with the prior periods, are described below:

Basis of preparation

The financial statements have been prepared on the going concern basis which the directors believe to be appropriate for the following reasons. The Company is dependent for its working capital on funds provided to it by Tragus Bidco Limited. The Company's parent undertaking Tragus Bidco Limited has provided the Company with an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the Company and in particular will not seek repayment of the amounts currently made available. This should enable the Company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any Company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on this undertaking the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

Accounting convention

The financial statements are prepared on the going concern basis and under the historical cost convention.

Onerous contract provision

Onerous contract provisions are made for the future net costs of leasehold properties which are vacant, loss making or sub-let below passing rent. Provisions are based on discounted future net cash outflows. Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not been reversed by the balance sheet date. Deferred taxation is not recognised when an asset is sold if it is more likely than not that the taxable gain will be rolled over. Deferred taxation assets are recognised to the extent that they are regarded as recoverable. Provisions for deferred taxation are not discounted. Deferred tax assets and liabilities are calculated using the tax rates that have been enacted or substantively enacted by the balance sheet date.

Exceptional items

Costs incurred in the period which are classified as exceptional in note 3 and on the face of the profit and loss account are those which are material in nature and derive from events or transactions that fall outside the ordinary activities of the Company and which are individually, or in aggregate, of such size or incidence to require specific disclosure.

Cash flow statement

The Company is a wholly owned subsidiary undertaking of Tragus Bidco Limited. The cash flows of the Company are included in the consolidated cash flow statement of Tragus Bidco Limited, which is publicly available. Consequently, the Company is exempt under the terms of Financial Reporting Standard No. 1 (Revised 1996) 'Cash Flow Statements' from presenting a cash flow statement.

Leases

Rental payments in respect of operating leases are charged on a straight line basis against operating profit over the period of the lease. Rental income in respect of operating leases is recognised in the profit and loss account on a straight line basis over the term of the lease.

Rent free periods are recognised in the profit and loss account over the period to the first rent review.

Leasing arrangements which transfer to the Company substantially all the benefits and risks of ownership of an asset are treated as if the asset had been purchased outright. The assets are included in fixed assets and the capital element of the leasing commitments is shown as obligations under finance leases. The lease rentals are treated as consisting of capital and interest elements. The capital element is applied to reduce the outstanding obligations and the interest element is charged against profit in proportion to the reducing capital element outstanding. Assets held under finance leases are depreciated over the shorter of the lease term and the useful lives of equivalent owned assets.

NOTES TO THE FINANCIAL STATEMENTS

52 weeks ended 1 June 2014

2. AUDITORS' REMUNERATION

The following fees for services provided by the Company's auditor were charged to the Company:

	52 weeks ended 1 June 2014 £	53 weeks ended 2 June 2013 £
Audit services:		
Fees payable to Company auditors	2,900	1,500
Non-audit services:		
Tax services	1,850	1,750

3. EXCEPTIONAL ITEMS

	52 weeks ended 1 June 2014 £	53 weeks ended 2 June 2013 £
Release of onerous contract provision	7,962	10,920

The tax effect in the profit and loss account relating to the exceptional items is £1,804 (2013: £2,602).

The Company continues to perform a review to highlight sites which management consider to have onerous fixed cost obligations. Due to the restaurant being sublet during the period, a net provision of £7,962 has been released (2013: £10,920).

4. STAFF COSTS

The Company had no employees during the period (2013: nil). The remuneration of the directors is bourne by a fellow group company and is recharged to the company as part of a management charge . This management charge also includes administrative costs borne by the fellow group company and it is not possible to identify separately the amount of directors' remuneration included in that recharge.

5. TAX ON PROFIT ON ORDINARY ACTIVITIES

	52 weeks ended 1 June 2014 £	53 weeks ended 2 June 2013 £
Current taxation on profit for the period		
UK corporation tax at 22.66% (2013: 23.83%)	-	-
Total current taxation charge	-	-
Taxation on profit on ordinary activities	-	-

The tax assessed for the period is lower (2013: lower) than the standard effective rate of corporation tax in the UK of 22.66% (2013: 23.83%). The differences are explained below:

Factors affecting the tax charge for the period		
Profit on ordinary activities before taxation	3,212	7,670
Profit on ordinary activities before taxation multiplied by the standard rate of corporation tax in the UK of 22.66% (2013: 23.83%)	728	1,828
Effect of:		
Group relief claimed for nil consideration	(728)	(1,828)
Total current taxation charge	-	-

The Company has no deferred tax assets/liabilities.

A number of changes to the UK corporation tax system were announced in the March 2013 Budget Statement. From 1 April 2013 the main rate of corporation tax was reduced to 23% and the impact of this change has been recognised in calculating the effective rate of tax for the year ended 1 June 2014. Legislation to reduce the main rate of corporation tax from 23% to 21% from 1 April 2014 and from 21% to 20% from 1 April 2015 was included in the Finance Act 2013, which received Royal Assent on 17 July 2013. These changes were substantively enacted by the balance sheet date and therefore included in these financial statements. Deferred tax has therefore been provided for at 21% (2013: 23%) and the pro-rated corporation tax rate for the period is 22.66% (2013: 23.83%).

NOTES TO THE FINANCIAL STATEMENTS

52 weeks ended 1 June 2014

6. DEBTORS

	1 June 2014	2 June 2013
	£	£
Prepayments and accrued income	11,250	11,250

Deferred tax assets have not been recognised to the extent that the directors consider it is more likely than not that they will not be recovered. In performing this assessment, the directors have considered the period over which the assets are expected to crystallise. There are no unrecognised deferred tax assets.

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	1 June 2014	2 June 2013
	£	£
Amounts owed to group undertakings	299,235	300,855
Accruals and deferred income	7,500	9,092
	306,735	309,947

Amounts owed to group undertakings are interest free, unsecured and have no fixed repayment date.

8. PROVISIONS FOR LIABILITIES

	£
At 2 June 2013	-
Released in the period (note 3)	(7,962)
Utilised in the period	7,962
At 1 June 2014	-

Provisions relate to the future fixed cost of vacant leasehold properties which have ceased to be used for trading purposes. They are vacant, loss making or sub-let below passing rent. The provision will unwind over the sooner of the date to the termination of the leases or the date of exit.

9. CALLED UP SHARE CAPITAL

	Authorised		Allotted, called up and fully paid	
	1 June 2014	2 June 2013	1 June 2014	2 June 2013
	£	£	£	£
1,000,000 (2013: 1,000,000) Ordinary shares of £1 each	1,000,000	1,000,000	1,000,000	1,000,000

10. PROFIT AND LOSS ACCOUNT

	£
As at 2 June 2013	(1,298,697)
Profit for the financial period	3,212
As at 1 June 2014	(1,295,485)

NOTES TO THE FINANCIAL STATEMENTS

52 weeks ended 1 June 2014

11. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' DEFICIT

	1 June 2014 £	2 June 2013 £
Shareholders' deficit at beginning of period	(298,697)	(306,367)
Profit for the financial period	3,212	7,670
Shareholders' deficit at end of period	**(295,485)**	(298,697)

12. LEASE COMMITMENTS

At the period end, the Company was committed to making the following payments during the next period in respect of operating leases on land and buildings which expire:

	1 June 2014 £	2 June 2013 £
After five years	45,000	45,000

13. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption given in Financial Reporting Standard 8, 'Related Party Disclosures', not to disclose transactions with other group companies, on the grounds that it is a wholly owned subsidiary of a group headed by Tragus Bidco Limited, whose financial statements are publicly available.

14. ULTIMATE PARENT UNDERTAKING

Tragus Bidco Limited, registered in England and Wales, together with its subsidiaries form both the largest and smallest group of which the company is a member and for which group financial statements are drawn up. Copies of these financial statements can be obtained from 1st Floor, 163 Eversholt Street, London, NW1 1BU, United Kingdom.

The Company considers Tragus Lux Holdings S.C.A., a partnership company incorporated in Luxembourg and managed by Tragus Lux Holdings GP S.A. a company incorporated in Luxembourg, as the ultimate parent undertaking and ultimate controlling party, through its ownership of 100% of the share capital of Tragus Topco Limited.