

Company Registration No. 3165891

Compass Group Finance No.2 Limited
(formerly Compass International Holdings Limited)

Annual Report and Financial Statements

For the year ended 30 September 2015



Compass Group Finance No.2 Limited
(formerly Compass International Holdings Limited)

Annual Report and financial statements 2015

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**Compass Group Finance No.2 Limited
(formerly Compass International Holdings Limited)**

Annual Report and financial statements 2015

Officers and professional advisers

Directors

K Dunham
M J White

Secretary

Compass Secretaries Limited

Registered Office

Compass House
Guildford Street
Chertsey
Surrey
KT16 9BQ

Auditor

KPMG LLP
15 Canada Square
London, E14 5GL
United Kingdom

Compass Group Finance No. 2 Limited **(formerly Compass International Holdings Limited)**

Directors' Report

The Directors present their Annual Report and the audited financial statements for the year ended 30 September 2015. This Directors' Report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

Change of name

The Company changed its name from Compass International Holdings Limited to Compass Group Finance No.2 Limited on 15 December 2014.

Business review and principal activities

The Company is a wholly-owned subsidiary of Compass Group PLC and its principal activity is providing finance to other members of the Group. The results for the Company show a retained loss for the year of £827,000 (2014: loss of £890,000) and net assets of £394,372,000 (2014: £395,199,000). The Company's Directors believe that analysis using key performance indicators is not necessary for an understanding of the position of the Company. The performance of Compass Group PLC is discussed in its Annual Report which does not form part of this Report. The Directors expect the same general level of activity to continue and are not aware of any post balance sheet events.

Principal risks and uncertainties

The Company is financed by intra-group loans and has no third party debt and hence no external interest rate exposure. Group risks are discussed in the Group's Annual Report which does not form part of this Report. A copy of the Compass Group PLC Annual Report 2015 can be found on the Compass Group PLC website at www.compass-group.com/Financial-Presentations.htm or from the Company Secretarial Department at Compass House, Guildford Street, Chertsey, Surrey, KT16 9BQ.

Due to the current economic conditions there are inherent future uncertainties that may impact the business. The Directors have made enquiries and have a reasonable expectation that the Company has adequate resources to continue in existence for the foreseeable future. For this reason the Directors continue to adopt the going concern basis in preparing the accounts.

Dividends

The Directors do not recommend the payment of a dividend for the year ended 30 September 2015 on the Ordinary shares (2014: £nil).

Directors

The Directors who served throughout the financial year ended 30 September 2015 and up to the date of this Report were as follows:

S J Sergeant (resigned 30 September 2015)
K Dunham (appointed 30 September 2015)
M J White

Directors' qualifying third party indemnity

A qualifying third party indemnity provision as defined in section 234 (2)-(6) of the Companies Act 2006 ('CA2006') is and was in full force and effect for the benefit of each of the Directors of the Company, both at the date of this Report and throughout the financial year to which this Report relates.

**Compass Group Finance No.2 Limited
(formerly Compass International Holdings Limited)**

Directors' Report (continued)

Directors' disclosure of information to auditor

Each of the persons who is a Director at the date of approval of this Report confirms that:

- so far as the Directors are aware, there is no relevant audit information of which the Company's Auditor is unaware; and
- the 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 Auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the CA2006.

Auditor

In accordance with the provisions of section 485(2) of the CA2006, the current appointment of KPMG LLP as the Company's Auditor will end at the conclusion of the current period for appointing auditors.

KPMG LLP, has advised of its willingness to act as Auditor of the Company. The Directors will therefore seek shareholder approval to (i) reappoint KPMG LLP to hold office until the end of the next period for appointing auditors under section 485(2) of the CA2006 and (ii) to grant the Directors authority to agree how much the Auditor should be paid.

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



K Dunham
Director

14 June 2016

Compass Group Finance No.2 Limited
Registered in England and Wales No. 3165891

Compass Group Finance No.2 Limited (formerly Compass International Holdings Limited)

Directors' Responsibilities Statement

The Directors are responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom 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 the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- properly 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; 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 CA 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.

On behalf of the Board



K Dunham
Director

14 June 2016

Independent Auditor's Report to the Members of Compass Group Finance No.2 Limited (formerly Compass International Holdings Limited)

We have audited the financial statements of Compass Group Finance No.2 Limited for the year ended 30 September 2015 set out on pages 6 to 10. 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 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.

Respective responsibilities of directors and auditor

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 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 Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 30 September 2015 and of its loss for the year then ended 30 September 2015;
- 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.

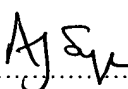
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year 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, 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; or
- the Directors were not entitled to take advantage of the small companies' exemption from the requirement to prepare a Strategic Report.


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Anthony Sykes (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London, E14 5GL
United Kingdom

14 June 2016

Compass Group Finance No.2 Limited
(formerly Compass International Holdings Limited)

Profit and loss account
For the year ended 30 September 2015

| | Notes | 2015 £'000 | 2014 £'000 |
|---|-------|---------------|---------------|
| Profit on ordinary activities before tax | | - | - |
| Tax charge on ordinary activities | 4 | (827) | (890) |
| Loss on ordinary activities after tax | 8 | <u>(827)</u> | <u>(890)</u> |

All amounts in the current year relate to continuing activities.

There are no recognised gains or losses for the current year other than those dealt with in the profit and loss account. Accordingly, no separate statement of total recognised gains and losses has been presented.

The notes on pages 8 to 10 form part of these financial statements.

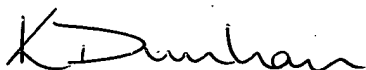
Compass Group Finance No.2 Limited
(formerly Compass International Holdings Limited)

Balance sheet
As at 30 September 2015

| | Notes | 2015 £'000 | 2014 £'000 |
|--|-------|----------------|----------------|
| Current assets | | | |
| Debtors: amounts falling due within one year | 5 | 1,144,955 | 1,144,953 |
| Current liabilities | | | |
| Creditors: amounts falling due within one year | 6 | (750,583) | (749,754) |
| Net assets | | <u>394,372</u> | <u>395,199</u> |
| Capital and reserves | | | |
| Share capital | 7 | 53,976 | 53,976 |
| Profit and loss account | 8 | <u>340,396</u> | <u>341,223</u> |
| Shareholders' funds | | <u>394,372</u> | <u>395,199</u> |

The financial statements of Compass Group Finance No.2 Limited (registered number 3165891) were approved by the Board of Directors on 14 June 2016.

Signed on behalf of the Board of Directors



K Dunham
Director

The notes on pages 8 to 10 form part of these financial statements.

Compass Group Finance No.2 Limited **(formerly Compass International Holdings Limited)**

Notes to the accounts **For the year ended 30 September 2015**

1. Accounting policies

The particular accounting policies adopted are described below and have been applied consistently in both the current and preceding year, in dealing with items which are considered material in relation to the Company's accounts.

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom Accounting Standards.

Going concern

Due to current economic conditions there are inherent future uncertainties that may impact the business. The Directors have made enquiries and have a reasonable expectation that the Company has adequate resources to continue in existence for the foreseeable future. For this reason the Directors continue to adopt the going concern basis in preparing the accounts.

Taxation

Current tax is the expected tax payable on the taxable income for the accounting period, using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided at the anticipated tax rates on timing differences arising from the inclusion of items of income and expenditure in tax computations in periods different from those in which they are included in the financial statements. Deferred tax assets and liabilities are not discounted. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered.

Cash flow statement

Under the provisions of Financial Reporting Standard 1, the Company is exempt from the requirement to produce a cash flow statement on the grounds that it is a wholly-owned subsidiary of a parent undertaking which has produced a consolidated cash flow statement in its consolidated accounts.

Financial guarantees

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the Company considers these to be insurance arrangements and accounts for them as such. In this respect, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

2. Auditor's remuneration

Fees of £1,200 (2014: £1,200) were received by the Auditor in respect of the Company's statutory audit for the year. These fees were borne and not recharged by another Group company. No fees were received by the Auditor in respect of any non-statutory audit services in either the current or preceding year.

3. Directors' emoluments and employees

The Directors did not receive any emoluments in respect of their services to the Company during the year (2014: £nil). There were no employees during the year (2014: none).

Compass Group Finance No.2 Limited
(formerly Compass International Holdings Limited)

Notes to the accounts
For the year ended 30 September 2015

4. Tax charge on ordinary activities

| | 2015 | 2014 |
|---|--------------|--------------|
| | £'000 | £'000 |
| UK corporation tax at 20.5% (2014: 22.0%) | 827 | 890 |
| Current tax charge on ordinary activities | <u>827</u> | <u>890</u> |

Reconciliation of the current tax charge to the tax charge at the UK statutory rate:

| | 2015 | 2014 |
|--|--------------|--------------|
| | £'000 | £'000 |
| Profit on ordinary activities before tax | - | - |
| Tax charge at UK statutory rate of 20.5% (2014: 22.0%) | - | - |
| Increase resulting from: | | |
| Transfer pricing adjustment | 827 | 890 |
| Current tax charge on ordinary activities | <u>827</u> | <u>890</u> |

In the Budget on 8 July 2015, the Chancellor announced additional planned reductions to 18% by 2020. An additional reduction to 17% (effective from 1 April 2020) was announced in the Budget on 16 March 2016. This will reduce the Company's future current tax charge accordingly.

5. Debtors: amounts due within one year

| | 2015 | 2014 |
|--|------------------|------------------|
| | £'000 | £'000 |
| Amounts owed by fellow subsidiary undertakings | <u>1,144,955</u> | <u>1,144,953</u> |

6. Creditors: amounts due within one year

| | 2015 | 2014 |
|--|----------------|----------------|
| | £'000 | £'000 |
| Corporation tax payable | 829 | - |
| Amounts owed to ultimate holding company | 741,260 | 741,260 |
| Amounts owed to fellow subsidiary undertakings | 8,494 | 8,494 |
| | <u>750,583</u> | <u>749,754</u> |

Compass Group Finance No.2 Limited
(formerly Compass International Holdings Limited)

Notes to the accounts
For the year ended 30 September 2015

7. Share capital

| | 2015 | 2014 |
|---|--------------|--------------|
| | £'000 | £'000 |
| Authorised | | |
| 248,000,000 Ordinary shares of 25p each | 62,000 | 62,000 |
| Allotted and fully paid | | |
| 215,903,300 Ordinary shares of 25p each | 53,976 | 53,976 |

8. Reconciliation of movements in reserves and shareholders' funds

| | Share capital £'000 | Profit and loss account £'000 | Total shareholders' funds £'000 |
|----------------------|--------------------------------|--|--|
| At 1 October 2013 | 53,976 | 342,113 | 396,089 |
| Loss for the year | - | (890) | (890) |
| At 30 September 2014 | 53,976 | 341,223 | 395,199 |
| At 1 October 2014 | 53,976 | 341,223 | 395,199 |
| Loss for the year | - | (827) | (827) |
| At 30 September 2015 | 53,976 | 340,396 | 394,372 |

9. Related party transactions

In accordance with the exemption extended in FRS 8 'Related Party Disclosures', the Company has not disclosed transactions or balances between itself and other Group companies on the basis that 100 per cent of the voting rights of these companies are controlled within the Group.

10. Ultimate parent company and controlling entity

The ultimate parent company, Compass Group PLC, is the parent undertaking of the largest and smallest group of undertakings for which Group accounts are drawn up. The immediate parent and controlling party is also Compass Group PLC.

Compass Group PLC is incorporated in the United Kingdom and registered in England and Wales.

Copies of the Compass Group PLC financial statements are available from Compass House, Guildford Street, Chertsey, Surrey KT16 9BQ and also on the Compass Group PLC website at www.compass-group.com/Financial-Presentations.htm.