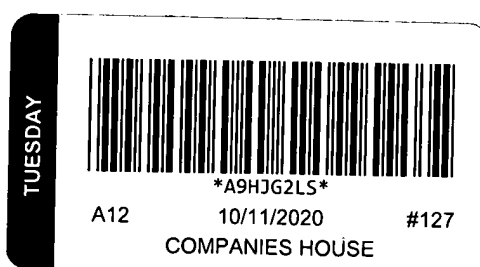


# Vendcrown Limited

Annual Report and Financial Statements

for the year ended 31 December 2019

Registered Number: 03208019



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## **A: STRATEGIC REPORT**

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The directors present their Strategic report on the Company for the year ended 31 December 2019.

### **Review of the business and future outlook**

The Company is part of the Mizzen Mezzco Limited Group and acts as an intermediate holding company.

The Board remains confident that our strategy and proven business model will continue to deliver long term and sustainable value to our shareholders as an intermediate holding company.

### **Ultimate controlling party**

Our ultimate controlling party is the Fifth Cinven Fund which is managed by Cinven Capital Management (V) General Partner Limited. The Board considers the ultimate parent undertaking to be Pomegranate Topco Limited, which is incorporated in Jersey.

### **Results**

The result for the year is a profit of £nil million, due to no receipt of dividend during the year (2018: £50.0 million). Net assets at the 31st December 2019 were £50.7 million (2018: £50.7 million).

### **Dividends**

During the year no dividends were declared or paid by the Directors (2018: £50.0 million) to its parent undertaking Mizzen Bidco Limited. No further dividend is proposed.

### **Key Performance Indicators (KPIs)**

The directors are of the opinion that an analysis using KPIs is not necessary for an understanding of the development, performance or position of the business as this is not a trading entity.

### **Principal risks and uncertainties**

The principal risk to which the Company is exposed is a significant deterioration in the credit quality of the loans and advances originated by a subsidiary company, Premium Credit Limited. Deterioration in credit conditions would result in the diminished ability of Premium Credit Limited to declare and pay dividends which are the Company's only source of income. The factors which have a bearing on the future credit quality of the loans and advances originated by Premium Credit Limited include the economic environment, notably interest rates, unemployment levels, payment behaviours and bankruptcy trends.

In March 2020, the World Health Organisation declared the outbreak of a new coronavirus, Covid-19, as a global pandemic. This outbreak has caused material disruptions to the UK economy, including the markets serviced by the Group. Whilst the ultimate impact of the outbreak remains unknown, the directors continue to review the Covid-19 related risks faced by Premium Credit Limited, and the associated impact on the Company. However, as an intermediate holding company, the directors believe that the impact on the Company will be limited and will continue to be so in the foreseeable future.

### **Future developments of the business**

The Company expects to continue as a holding company.

Approved by the Board on 30 July 2020 and signed on its behalf by:

A handwritten signature in black ink, appearing to read 'T. Waite', with a horizontal line under the 'T'.

Tara Waite,

Director

## **B: REPORT OF THE DIRECTORS**

The directors present their report and audited financial statements of the Company for the year ended 31 December 2019.

### **Principal activities**

The Company acts as a holding company for the Mizzen Mezzco group and its principal subsidiary, Premium Credit Limited.

### **Directors**

The directors, who were in office during the year and up to the date of signing the financial statements, unless otherwise stated, were:

<b>Name</b>	<b>Date of Appointment/Resignation</b>
Thomas Woolgrove	Resigned on 7 June 2019
Tara Waite	Appointed on 13 June 2019
Andrew Chapman	
Anthony Santospirito	

### **Employees**

The Company has no employees.

### **Qualifying third-party and pension scheme indemnity provisions**

During the year and up to the date of this report, the Company maintained liability insurance and third-party indemnification provisions for its directors, under which the Company has agreed to indemnify the directors to the extent permitted by law in respect of all liabilities to third parties arising out of, or in connection with the execution of their powers, duties and responsibilities as directors of the Company and any of its associated companies. These indemnities are Qualifying Third-Party Indemnity Provisions as defined in Section 234 of the Companies Act 2006 and copies are available for inspection at the registered office of the Company during business hours on any weekday except public holidays.

### **Results**

The results for the year are set out in the strategic report on page 3.

### **Dividends**

The dividends for the year are set out in the strategic report on page 3.

### **Future developments of the business**

The future developments for the business are set out in the strategic report on page 3.

### **Donations**

No donations were made during the year (2018: £nil).

### **Ultimate controlling party**

In the opinion of the directors, the Company's ultimate controlling party is the Fifth Cinven Fund which is managed by Cinven Capital Management (V) General Partner Limited.

### **Research and development**

The Company does not undertake research and development activities.

### **Financial instruments**

The Company's financial instruments comprise intercompany loans receivable and payable.

### **Going concern**

The Company's principal risk stems from the credit quality of the loans and advances originated by Premium Credit Limited. The Group reviews the risks Premium Credit Limited, and therefore other Group companies, may face on an ongoing basis as a result of the Covid-19 outbreak. Due to the nature of the businesses activities, being an intermediate holding company, the directors believe that the impact on the Company will be limited and will continue to be so in the foreseeable future.

The directors have reviewed forecast cashflows for a period of twelve months from the date of approval of these financial statements, which includes the receipt of dividends and the payment of interest. In addition, the directors have received a letter of support from Pomegranate Topco Limited stating that they will provide sufficient resources to enable the company to meet its liabilities as they fall due for the foreseeable future. The directors have undertaken appropriate procedures to ensure that they are satisfied with Pomegranate Topco's ability to provide sufficient resources for the foreseeable future.

As a result of these procedures, the directors consider it appropriate to prepare the financial statements on the going concern basis.

### **Post balance sheet events**

During the first half of 2020 the outbreak of Covid-19 caused material disruptions to the UK economy, including the markets serviced by the Group. As of the balance sheet date it was not known how severe the economic impact of Covid-19 would be as the vast majority of cases were then in Asia, where the Group does not operate. In accordance with IAS 10 - 'Events after the reporting period', the directors therefore consider this outbreak to be a non-adjusting post balance sheet event as at 31 December 2019. The Directors acknowledge that the likelihood of a financial impact to the Group that the Company is part of is greater over the next financial year; however, this will require assessment once the long-term economic impact of COVID-19 is clearer.

There are no other post balance sheet events to be disclosed.

### Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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 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.

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.

### Directors' confirmations

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Approved by the Board on 30 July 2020 and signed on its behalf by:



Tara Waite,

Director

## C: FINANCIAL STATEMENTS

### C1: Independent auditors' report to the members of Vendcrown Limited Report on the audit of the financial statements

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#### Opinion

In our opinion, Vendcrown Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 31 December 2019; the income statement, the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

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#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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#### Conclusions relating to going concern

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

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

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#### Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Report of the Directors, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.



### *Strategic Report and Report of the Directors*

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Report of the Directors for the year ended 31 December 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Report of the Directors.

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

#### *Responsibilities of the directors for the financial statements*

As explained more fully in the Statement of Directors' responsibilities in respect of the financial statements set out on page 7, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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.

#### *Auditors' 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 auditors' 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 FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

#### *Use of this report*

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.

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## **Other required reporting**

### **Companies Act 2006 exception reporting**

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 by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Simon Bailey (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
30 July 2020

## C2: Income statement

For the year ended 31 December 2019

	Note	2019 £'000	2018 £'000
Interest receivable and similar income	5	72	72
Interest payable and similar expenses	6	(72)	(72)
Income from shares in Group undertakings	7	-	50,000
<b>Profit before taxation</b>	<b>9</b>	<b>-</b>	<b>50,000</b>
Income tax expense	10	-	-
<b>Profit for the financial year</b>		<b>-</b>	<b>50,000</b>

Results relate to continuing operations.

The Company has no other comprehensive income than those included in the results above, and therefore no separate statement of comprehensive income has been presented.

### C3: Balance sheet

As at 31 December 2019

	Note	31 Dec 2019 £'000	31 Dec 2018 £'000
<b>Assets</b>			
<b>Non-current assets</b>			
Investments	11	50,669	50,669
<b>Total non-current assets</b>		<b>50,669</b>	<b>50,669</b>
<b>Current assets</b>			
Amounts owed by Group undertakings	12	8,146	8,074
<b>Total current assets</b>		<b>8,146</b>	<b>8,074</b>
<b>Total assets</b>		<b>58,815</b>	<b>58,743</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Amounts owed to Group undertakings	13	8,146	8,074
<b>Total current liabilities</b>		<b>8,146</b>	<b>8,074</b>
<b>Total liabilities</b>		<b>8,146</b>	<b>8,074</b>
<b>Equity</b>			
Called up share capital	14	16	16
Share premium	15	4,312	4,312
Other reserves	16	4	4
Retained earnings	17	46,337	46,337
<b>Total shareholders' equity</b>		<b>50,669</b>	<b>50,669</b>
<b>Total liabilities &amp; equity</b>		<b>58,815</b>	<b>58,743</b>

The financial statements on pages 10 to 19 were approved by the Board of Directors on 30 July 2020 and signed on its behalf by:



Tara Waite,

Director

## C4: Statement of changes in equity

For the year ended 31 December 2019

	Note	Share Capital £'000	Share premium £'000	Other reserves £'000	Retained Earnings £'000	Total Equity £'000
<b>At 1 January 2018</b>		<b>16</b>	<b>4,312</b>	<b>4</b>	<b>46,337</b>	<b>50,669</b>
Profit for the financial year		-	-	-	50,000	50,000
Total comprehensive income for the year		-	-	-	50,000	50,000
Transactions with owners:						
Dividends paid	18	-	-	-	(50,000)	(50,000)
<b>At 31 December 2018 and 1 January 2019</b>		<b>16</b>	<b>4,312</b>	<b>4</b>	<b>46,337</b>	<b>50,669</b>
Profit for the financial year		-	-	-	-	-
Total comprehensive income for the year		-	-	-	-	-
<b>At 31 December 2019</b>		<b>16</b>	<b>4,312</b>	<b>4</b>	<b>46,337</b>	<b>50,669</b>

## C5: Notes to the financial statements

### 1. General information

Vendcrown Limited is a private limited company, limited by shares. It is an intermediate holding company in the Mizzen Mezzco Limited Group and is incorporated in England & Wales and domiciled in the United Kingdom. The address of the registered office is: Ermyn House, Ermyn Way, Leatherhead, England, KT22 8UX.

### 2. Accounting policies

A summary of the principal accounting policies, which have been applied consistently, is set out below:

#### a) Basis of preparation

The financial statements of Vendcrown Limited have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 as applicable to companies using FRS 101. The Company's ultimate parent undertaking, Pomegranate Topco Limited, was notified of and did not object to the use of the EU-adopted IFRS disclosure exemptions.

The Company has taken advantage of the exemption under s400 of the Companies Act 2006 not to prepare group financial statements as it is a wholly owned subsidiary of Mizzen Bidco Limited.

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

- (a) The requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134 to 136 of IAS 1 Presentation of Financial Statements.
- (b) The requirements of IAS 7 Statement of Cash Flows.
- (c) The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.
- (d) The requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures.
- (e) The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.
- (f) The requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairment of Assets, provided that equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated.
- (g) The requirements of IFRS 7 'Financial Instruments: Disclosures'.

## **b) Principal accounting policies**

### **Going concern**

The Company's principal risk stems from the credit quality of the loans and advances originated by Premium Credit Limited. The Group reviews the risks Premium Credit Limited, and therefore other Group companies, may face on an ongoing basis as a result of the Covid-19 outbreak. Due to the nature of the businesses activities, being an intermediate holding company, the directors believe that the impact on the Company will be limited and will continue to be so in the foreseeable future.

The directors have reviewed forecast cashflows for a period of twelve months from the date of approval of these financial statements, which includes the payment of interest. In addition, the directors have received a letter of support from Pomegranate Topco Limited stating that they will provide sufficient resources to enable the company to meet its liabilities as they fall due for the foreseeable future. The directors have undertaken appropriate procedures to ensure that they are satisfied with Pomegranate Topco's ability to provide sufficient resources for the foreseeable future.

As a result of these procedures, the directors consider it appropriate to prepare the financial statements on the going concern basis.

### **Interest Expense**

Interest expense is recognised in the income statement on an effective interest rate basis. Interest expense is the amount due on intercompany loans.

### **Investment in subsidiary undertakings**

Investments in subsidiary undertakings are recorded at cost plus incidental expenses less any provision for impairment. Impairment reviews are performed annually by the directors or where there has been an indication of potential impairment.

### **Taxation**

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted as at the balance sheet date.

### **Cash and cash equivalents**

Cash and cash equivalents comprise deposits with banks.

### **Capital resources and dividends**

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, issue or redeem other capital instruments, such as corporate bonds or loans and borrowings.

### **Share capital**

Ordinary shares are classified as equity.

### **Dividends**

Dividends paid are reported in equity in the period they are approved by the Company's Board. Dividend income is recognised when the right to receive payment is established.

### c) Critical accounting estimates and judgements

The accounting 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.

#### Critical accounting estimates

##### Impairment of investment in subsidiaries

Investments in subsidiary undertakings are recorded at cost plus incidental expenses less any provision for impairment. It is an accounting estimate based on reviews performed annually by the directors or where there has been an indication of potential impairment.

#### Critical accounting judgements

There are no critical accounting judgements that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year.

### 3. New Standards, amendments and IFRS IC interpretations

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 December 2019 that have had a material impact on the company.

### 4. Segmental reporting

The Company operates in one geographical area, namely United Kingdom and Ireland. Accordingly, a segmental analysis of the Company's business is not provided.

### 5. Interest receivable and similar income

	2019 £'000	2018 £'000
Interest receivable from Group undertakings	72	72
<b>Interest receivable from Group undertakings</b>	<b>72</b>	<b>72</b>

Interest income is related to 1% interest receivable from intercompany loan with Mizzen Bidco Limited.

### 6. Interest payable and similar expenses

	2019 £'000	2018 £'000
Interest payable on loans to Group undertakings	72	72
<b>Interest payable to Group undertakings</b>	<b>72</b>	<b>72</b>

Interest expense is related to 1% interest payable on intercompany loan with Premium Credit Limited.

## 7. Income from shares in Group undertakings

	2019 £'000	2018 £'000
Income from shares in Group undertakings	-	50,000
<b>Income from shares in Group undertakings</b>		<b>50,000</b>

Income from shares in Group undertakings was a dividend received from the Company's direct Group undertaking Premium Credit Limited. No payment was made to current or previous directors for loss of office (2018: nil).

## 8. Employee information

The Company has no employees (2018: nil). None of the Directors were directly remunerated by the Company or any other company in the Group, in respect of their duties as directors to the Company (2018: £nil).

## 9. Profit before taxation

Auditors' remuneration of £6,250 (2018: £6,000) for audit of the Company financial statements, has been borne and paid for by fellow Group undertaking Premium Credit Limited.

## 10. Income tax expense

	2019 £'000	2018 £'000
UK corporation tax on profit for the year	-	-
<b>Total tax expense</b>		

The headline rate of corporation tax reduced from 20% to 19% on 1 April 2017, and following the enactment of the Finance Act 2016 on 15 September 2016 it was due to reduce further to 17% from 1 April 2020. However, on 11 March 2020 it was announced (and substantively enacted on 17 March 2020) that the UK rate of corporation tax would remain at 19% and not reduce to 17% (the previously enacted rate) from 1 April 2020.

The company's profits for this accounting period are taxed at the applicable rate of 19% (2018: 19%).

	2019 £'000	2018 £'000
<b>Profit before taxation</b>		
Profit before taxation	-	50,000
<b>Factors affecting expense for the year:</b>		
Profit before taxation multiplied by the standard tax rate of corporation tax in the UK of 19% (2018: 19%)	-	9,500
Tax exempt income	-	(9,500)
<b>Total tax expense</b>		



## 11. Investments

	31 Dec 2019 £'000	31 Dec 2018 £'000
<b>Shares in Group undertakings</b>		
Shares in Group undertakings at cost	50,669	50,669
<b>At 31 December</b>	<b>50,669</b>	<b>50,669</b>

### Group undertakings at 31 December 2019

Name	Parent Entity	Principal Activity	Group Interest	Share Capital
Premium Credit Limited	Vendcrown Limited	Trading company	100%	£10,000
Direct Debit Management Services Limited	Premium Credit Limited	Dormant	100%	£2

All subsidiary undertakings are registered at Ermyn House, Ermyn Way, Leatherhead, England, KT22 8UX, UK and incorporated in the UK. The Directors are of the opinion that the carrying value of the investment is supported by the underlying assets.

## 12. Amounts owed by Group undertakings

	31 Dec 2019 £'000	31 Dec 2018 £'000
Amounts owed by Group undertakings	8,146	8,074
<b>Amounts owed by Group undertakings</b>	<b>8,146</b>	<b>8,074</b>

Amounts owed by Group undertakings are current balances owed by Mizzen Bidco Limited, the immediate parent company. They bear interest of 1% and are repayable on 30 October 2022 or on demand within three business days of written notice from the lender.

## 13. Amounts owed to Group undertakings

	31 Dec 2019 £'000	31 Dec 2018 £'000
Amounts owed to Group undertakings	8,146	8,074
<b>Amounts owed to Group undertakings</b>	<b>8,146</b>	<b>8,074</b>

Amounts owed to Group undertakings are current loans from the wholly owned subsidiary, Premium Credit Limited. They bear interest of 1% and are repayable on 30 October 2022 or on demand within three business days of written notice from the lender.

#### 14. Called up share capital

	31 Dec 2019 £'000	31 Dec 2018 £'000
<b>Allotted and fully paid</b>		
16,258,180 "A" ordinary shares of 0.1 pence per share (2018: 16,258,180 "A" ordinary shares of 0.1 pence per share)	16	16
<b>Called up share capital at 31 December</b>	<b>16</b>	<b>16</b>

#### 15. Share premium

	31 Dec 2019 £'000	31 Dec 2018 £'000
At 1 January	4,312	4,312
<b>Share premium at 31 December</b>	<b>4,312</b>	<b>4,312</b>

#### 16. Other Reserves

	31 Dec 2019 £'000	31 Dec 2018 £'000
At 1 January	4	4
<b>Other reserves at 31 December</b>	<b>4</b>	<b>4</b>

#### 17. Retained earnings

	2019 £'000	2018 £'000
<b>As at 1 January</b>	<b>46,337</b>	<b>46,337</b>
Profit for the financial year	-	50,000
Dividends paid	-	(50,000)
<b>As at 31 December</b>	<b>46,337</b>	<b>46,337</b>

#### 18. Dividends

	31 December 2019 £'000	31 December 2018 £'000
<b>On Ordinary shares</b>		
Interim dividend of Nil pence per share (2018: 307.54 pence per share)	-	50,000
<b>Dividends paid</b>	<b>-</b>	<b>50,000</b>

In 2019, the Directors approved and paid dividend of £nil million to its parent company Mizzen Bidco Limited. (2018: £50.0 million on 25 June and 21 December). No final dividend is proposed.

## **19. Related party transactions**

The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with wholly owned Group undertakings. There are no other related party transactions.

## **20. Ultimate parent undertaking**

The immediate parent undertaking is Mizzen Bidco Limited.

The Company's ultimate parent undertaking is Pomegranate Topco limited, a company incorporated in Jersey. It is the largest Group in which the Company is consolidated. The consolidated financial statements of Pomegranate Topco Limited are available from Aztec Financial Services (Jersey) Limited, 11-15 Seaton Place, St Helier, Jersey, JE4 0QH.

Mizzen Mezzco Limited is the parent undertaking of the smallest group of undertakings to consolidate these financial statements at 31 December 2019. The consolidated financial statements of Mizzen Mezzco Limited are available from Premium Credit Limited, Ermyn House, Ermyn Way, Leatherhead, Surrey, KT22 8UX.

## **21. Post balance sheet events**

During the first half of 2020 the outbreak of Covid-19 caused material disruptions to the UK economy, including the markets serviced by the Group. As of the balance sheet date it was not known how severe the economic impact of Covid-19 would be as the vast majority of cases were then in Asia, where the Group does not operate. In accordance with IAS 10 - 'Events after the reporting period', the directors therefore consider this outbreak to be a non-adjusting post balance sheet event as at 31 December 2019. The Directors acknowledge that the likelihood of a financial impact to the Group that the Company is part of is greater over the next financial year; however, this will require assessment once the long-term economic impact of COVID-19 is clearer.

There are no other post balance sheet events to be disclosed.

## **D: CORPORATE INFORMATION**

**Directors**

Tara Waite  
Anthony Santospirito  
Andrew Chapman

**Company Secretary**

Elizabeth Annys

**Registered Office**

Ermyrn House  
Ermyrn Way  
Leatherhead  
England  
KT22 8UX

**Company number**

03208019

**Independent Auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
7 More London Riverside  
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