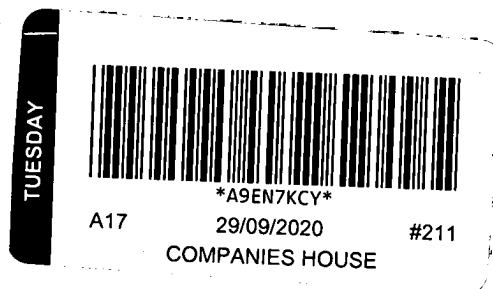


Company number: 03218787

## **Airwair (1996) Limited**

**Annual Report and Financial Statements  
For the 52 weeks ended 29 March 2020**



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## **Airwair (1996) Limited**

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### **Company Information**

**For the 52 weeks ended 29 March 2020**

#### **Directors**

Jon Mortimore (CFO)

Emily Reichwald

#### **Secretary**

Prism Cosec Limited

Elder House, St Georges Business Park

207 Brooklands Road

Weybridge

Surrey

KT13 0TS

#### **Auditors**

Ernst & Young LLP

1 More London Place

London

SE1 2AF

#### **Bankers**

HSBC Bank PLC

#### **Registered Office**

Cobbs Lane

Wollaston

Northamptonshire

NN29 7SW

Airwair (1996) Limited is a private company registered in England and Wales, limited by shares.

# **Airwair (1996) Limited**

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## **Strategic Report For the 52 weeks ended 29 March 2020**

### **Introduction**

Airwair (1996) Limited (the “Company”) principally operates as an intermediate holding company within the Group headed up by Doc Topco Limited which, together with its subsidiaries, is referred to as the “Group” within the meaning of section 1162 of the Companies Act 2006. The Company did not trade during the period other than in its capacity as a holding company.

The Group is engaged in the design, development, procurement, marketing, selling and distribution of footwear and accessories under the Dr Martens brand.

The Company is a wholly owned subsidiary of Airwair Limited and is not required to prepare consolidated accounts under section 400 of the Companies Act 2006.

### **Business review**

The Company did not trade during the period other than in its capacity as a holding company.

### **Financial KPI's**

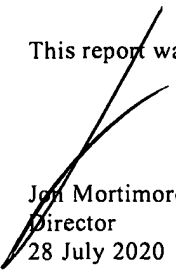
As the Company is an intermediate investment holding company, the Company's Directors believe that analysis using key performance indicators for the Company is neither necessary nor appropriate for an understanding of the development, performance or position of the business of the Company.

For further information on group KPIs please refer to the accounts of Doc Topco Limited.

### **Principal risks and uncertainty**

The Company's principal risk is diminution in valuation of the investments in group companies. This is mitigated through the close relationship and communication of companies within the Group. The overall principal risks of the company are managed at a Group level by Doc Topco Limited.

This report was approved by the board and signed on its behalf.



Jon Mortimore  
Director  
28 July 2020

# Airwair (1996) Limited

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## Directors' Report For the 52 weeks ended 29 March 2020

The Directors (the "Directors") present their annual report and financial statements for Airwair (1996) Limited (the "Company") for the period ended 29 March 2020.

### Directors

The following Directors have, unless otherwise stated, held office throughout the period and up to the date of approval of this report:

Jon W Mortimore (CFO)  
Emily C Reichwald

### Principal activity

The Company's principal activity is that of an intermediate holding company within the Group headed up by Doc Topco Limited.

### Results for the period

The loss for the period after taxation is £2,388,226 (2019: £2,172,152).

### Dividends

The Directors do not propose the payment of a dividend for the period (2019: £nil).

### Future developments

The purpose of the Company is primarily to support companies which are part of the Group headed by Doc Topco Limited, no significant changes are planned. A full review of the Group's plans is included within the Doc Topco Limited consolidated accounts.

### Going concern

The Company is reliant on the continued financial support of other group companies. The Directors of the Company's ultimate holding company in the UK, Doc Topco Limited, have confirmed that future liabilities of Airwair (1996) Limited will be met as they fall due by Doc Topco Limited through a letter of support.

The Group's business activities, together with the factors likely to affect future developments, its financial position, and its exposure to risks are described in the Strategic Report on pages 12 and 13 of the Doc Topco Limited consolidated accounts.

The last quarter of the financial year was dominated by Covid-19 which culminated in the closure of all our stores in EMEA and America from 16th March and Japan from end of March. In addition, the vast majority of our wholesale customer stores also closed around these dates. In the period since stores closed we have seen a significant increase in revenue from our Ecommerce channel and are now cautiously re-opening stores in all geographies with emphasis on the health and safety of our teams and customers at the forefront including providing our teams with full PPE, limiting number of customers allowed into a store at any single time and providing hand sanitiser stations when entering the store. To date we have maintained good availability of product throughout our supply chain.

When the nature of the Covid pandemic became apparent we quickly engaged our Crisis Management Committee ("CMC") to coordinate response across all our spheres of operation and share best practise, particularly our earlier experience of the impact of Covid on our business and operations in China, Hong Kong and S. Korea which were all emerging through the other side at that time.

We also quickly modelled a Base Case Plan with plausible but pessimistic assumptions to understand the impact on our cash flows and covenant headroom, principal assumptions are described below;

- Retail: All our stores in EMEA, America and Japan to remain closed and slowly re-open through the summer with significantly lower footfall for the remainder of the financial year,

### **Directors' Report (continued) For the 52 weeks ended 29 March 2020**

#### **Going concern (continued)**

- Ecommerce: Following the experience in China we assumed an initial negative impact on revenue (as consumers mindsets changed to 'lockdown' mentality), but trading would subsequently return to 'normal' levels. In addition, we assumed all our Distribution Centres would remain operational throughout the period, operating with appropriate social distancing etc and a 'red team, blue team' shift system whereby neither shift would meet,
- Wholesale: We segmented our wholesale customers into two principal categories, mainly 'Bricks and Mortar' and 'Ecommerce or Etail' and applied similar planning assumptions to these two categories following our own retail or own Ecommerce assumptions described above,
- Mitigation: Finally we overlayed certain mitigating actions including deferral of certain larger IT projects, cancelling all travel and entertainment, deferral of all inflationary pay awards and recruitment freeze, significantly reduced non-Ecommerce marketing spend and, following agreement with our 3rd party factories, temporarily extended payment terms by 30 days whilst not cancelling any purchase orders placed.

We then reviewed the outputs and further stress tested the cash flows with differing severe but plausible downside scenarios mainly focused on re-occurrence of lockdown but on a localised basis and also carried out a series of reverse stress tests to understand headroom to breaking either liquidity or covenants and assessed the likelihood of those occurring.

Finally, on 4 June 2020 we increased our available undrawn banking facilities by £70.0m to £80.0m and, at the balance sheet date had cash of £117.2m.

Through all severe but plausible downside scenarios modelled we continue to have satisfactory liquidity headroom on existing facilities and satisfactory headroom on our financial covenants for the coming 12 to 15 months. Should a more extreme downside scenario occur then additional mitigating actions could be taken including (but not limited to) cancellation of pay awards, further reductions to non Ecommerce marketing spend during H2, potential extension of payment terms with factories or further delay/cancellation of IT related Capex. A more extreme downside scenario is not considered plausible.

In adopting the going concern basis for preparing the financial statements, the Directors have considered the business activities as well as the principal risks and uncertainties and in particular Covid-19. Based on the Group's cash flow forecasts and trading projections, the Directors are satisfied that the Group and the Company will be able to operate for the foreseeable future.

The Directors of Airwair (1996) Limited therefore consider it appropriate to prepare the financial statements on a going concern basis.

#### **Directors' responsibilities**

The Directors are responsible for preparing the Strategic Report, 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 Company financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

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.

**Directors' Report (continued)**  
**For the 52 weeks ended 29 March 2020**

**Directors' responsibilities (continued)**

In preparing those 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 IFRSs as adopted by the European Union and applicable UK Accounting Standards (including FRS 101) have been followed, subject to any material departures disclosed and explained in the Company financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business; and
- present fairly the financial position and financial performance of the Company.

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.

**Statement of disclosure to the auditors**

So far as the Directors are aware, there is no relevant audit information of which the Company's auditor is unaware. Additionally, they have taken all the necessary steps that they ought to have taken as Directors in order to make themselves aware of all the relevant audit information and to establish that the Company's auditor is aware of that information.

**Auditor**

Under section 487(2) of the Companies Act 2006, Ernst & Young LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with Companies House.

On behalf of the board

Jon Mortimore  
Director  
28 July 2020

## **Independent Auditors' report to the members of Airwair (1996) Limited**

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### **Opinion**

We have audited the financial statements of Airwair (1996) Limited (the 'company') for the 52 weeks ended 29 March 2020 which comprise the Statement of comprehensive income, Statement of Financial Position and the Statement of changes in equity and the related notes 1 to 14, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- ▶ give a true and fair view of the company's affairs as at 29 March 2020 and of its loss for the year then ended;
- ▶ have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- ▶ have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and the provisions available for small entities, in the circumstances set out in note 2 to the financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Conclusions relating to going concern**

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

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

### **Other information**

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

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

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

We have nothing to report in this regard.

### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- ▶ the information given in the strategic report and directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- ▶ the strategic report and directors' report have been prepared in accordance with applicable legal requirements.



## **Independent Auditors' report to the members of Airwair (1996) Limited**

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### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement pages 3 to 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

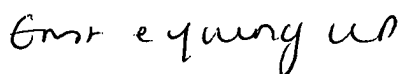
### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

### **Use of our report**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Julie Carlyle (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
London

28 July 2020.

## Airwair (1996) Limited

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### Statement of Comprehensive Income For the 52 weeks ended 29 March 2020

	Notes	2020 £	2019 £
Other operating charges		(2,259,755)	(2,172,152)
<b>Operating loss</b>	3	<b>(2,259,755)</b>	<b>(2,172,152)</b>
<b>Loss before income tax</b>		<b>(2,259,755)</b>	<b>(2,172,152)</b>
Income tax	6	-	-
<b>Total comprehensive loss for the period</b>		<b>(2,259,755)</b>	<b>(2,172,152)</b>

The total comprehensive loss for the period is entirely attributable to the owners of the parent Company.

The notes on pages 11 to 18 form part of these financial statements.

## Airwair (1996) Limited

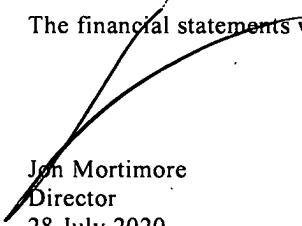
### Statement of Financial Position As at 29 March 2020

Company registration number: 03218787

	Notes	2020 £	2019 £
<b>Non-current assets</b>			
Investments	7	715,453	715,453
<b>Total non-current assets</b>		<b>715,453</b>	<b>715,453</b>
<b>Current assets</b>			
Trade and other receivables	8	217,355	236,495
Income tax receivable		479,390	-
<b>Total current assets</b>		<b>696,745</b>	<b>236,495</b>
<b>Total assets</b>		<b>1,412,198</b>	<b>951,948</b>
<b>Current liabilities</b>			
Trade and other payables	9	(12,094,888)	(8,898,481)
Income tax payable		-	(476,402)
<b>Total current liabilities</b>		<b>(12,094,888)</b>	<b>(9,374,883)</b>
<b>Total liabilities</b>		<b>(12,094,888)</b>	<b>(9,374,883)</b>
<b>Net liabilities</b>		<b>(10,682,690)</b>	<b>(8,422,935)</b>
<b>Equity attributable to the owners of the parent</b>			
Share capital	11	25,100	25,100
Share premium	12	2,104,451	2,104,451
Retained earnings	12	(12,812,241)	(10,552,486)
<b>Shareholder's deficit</b>		<b>(10,682,690)</b>	<b>(8,422,935)</b>

The notes on pages 11 to 18 are an integral part of these financial statements.

The financial statements were approved and authorised by the Board of Directors and signed on its behalf by:

  
Jon Mortimore  
Director  
28 July 2020

## **Airwair (1996) Limited**

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### **Statement of Changes in Equity As at 29 March 2020**

	Share capital	Share premium	Retained earnings	Total equity
	£	£	£	£
At 1 April 2018	25,100	2,104,451	(8,380,334)	(6,250,783)
Loss for the year	-	-	(2,172,152)	(2,172,152)
Total comprehensive loss for the year	-	-	(2,172,152)	(2,172,152)
At 31 March 2019	25,100	2,104,451	(10,552,486)	(8,422,935)
Loss for the period	-	-	(2,259,755)	(2,259,755)
Total comprehensive loss for the period	-	-	(2,259,755)	(2,259,755)
At 29 March 2020	25,100	2,104,451	(12,812,241)	(10,682,690)

The notes on pages 11 to 18 are an integral part of these financial statements.

# Airwair (1996) Limited

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## Notes to the Financial Statements For the 52 weeks ended 29 March 2020

### 1 Corporate information

Airwair (1996) Limited is a private company limited by shares and is incorporated and domiciled in England and Wales. The Company's registered office is Cobbs Lane, Wollaston, Northamptonshire, NN29 7SW.

The Company is a wholly owned subsidiary of Airwair Limited and is principally an investment holding and financing company.

### 2 Accounting policies

The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied to the periods presented, unless otherwise stated. Amounts are presented in GBP and to the nearest thousand pounds unless otherwise noted.

#### Basis of Preparation

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework', the Companies Act 2006 and applicable accounting standards.

The Company has taken advantage of the exemption under s400 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary within the group headed by Doc Topco Limited (a company incorporated in the UK). The results of Airwair (1996) Limited and its subsidiaries are included in the consolidated financial statements of Doc Topco Limited which are available from the Registrar of Companies, Companies House, Crown Way, Maundy, Cardiff, CF14 3UZ. The financial statements therefore present information about the Company as an individual entity and not about its Group.

#### Disclosure exemptions

The Company has taken advantage of the following disclosure exemptions permitted by FRS 101:

- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations
- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
  - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
- the requirements of paragraphs 10(d), 10(f), 39(c) and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 of IAS 24 Related Party Disclosures
- 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.

#### Going concern

The Company is reliant on the continued financial support of other group companies. The Directors of the Company's ultimate holding company in the UK, Doc Topco Limited, have confirmed that future liabilities of Airwair (1996) Limited will be met as they fall due by Doc Topco Limited through a letter of support.

The Group's business activities, together with the factors likely to affect future developments, its financial position, and its exposure to risks are described in the Strategic Report on pages 12 and 13 of the Doc Topco Limited consolidated accounts.

### Notes to the Financial Statements For the 52 weeks ended 29 March 2020

#### 2 Accounting policies

##### Going concern (continued)

The last quarter of the financial year was dominated by Covid-19 which culminated in the closure of all our stores in EMEA and America from 16th March and Japan from end of March. In addition, the vast majority of our wholesale customer stores also closed around these dates. In the period since stores closed we have seen a significant increase in revenue from our Ecommerce channel and are now cautiously re-opening stores in all geographies with emphasis on the health and safety of our teams and customers at the forefront including providing our teams with full PPE, limiting number of customers allowed into a store at any single time and providing hand sanitiser stations when entering the store. To date we have maintained good availability of product throughout our supply chain.

When the nature of the Covid pandemic became apparent we quickly engaged our Crisis Management Committee (“CMC”) to coordinate response across all our spheres of operation and share best practise, particularly our earlier experience of the impact of Covid on our business and operations in China, Hong Kong and S. Korea which were all emerging through the other side at that time.

We also quickly modelled a Base Case Plan with plausible but pessimistic assumptions to understand the impact on our cash flows and covenant headroom, principal assumptions are described below;

- Retail: All our stores in EMEA, America and Japan to remain closed and slowly re-open through the summer with significantly lower footfall for the remainder of the financial year,
- Ecommerce: Following the experience in China we assumed an initial negative impact on revenue (as consumers mindsets changed to ‘lockdown’ mentality), but trading would subsequently return to ‘normal’ levels. In addition, we assumed all our Distribution Centres would remain operational throughout the period, operating with appropriate social distancing etc and a ‘red team, blue team’ shift system whereby neither shift would meet,
- Wholesale: We segmented our wholesale customers into two principal categories, mainly ‘Bricks and Mortar’ and ‘Ecommerce or Etail’ and applied similar planning assumptions to these two categories following our own retail or own Ecommerce assumptions described above,
- Mitigation: Finally we overlayed certain mitigating actions including deferral of certain larger IT projects, cancelling all travel and entertainment, deferral of all inflationary pay awards and recruitment freeze, significantly reduced non-Ecommerce marketing spend and, following agreement with our 3rd party factories, temporarily extended payment terms by 30 days whilst not cancelling any purchase orders placed.

We then reviewed the outputs and further stress tested the cash flows with differing severe but plausible downside scenarios mainly focused on re-occurrence of lockdown but on a localised basis and also carried out a series of reverse stress tests to understand headroom to breaking either liquidity or covenants and assessed the likelihood of those occurring.

Finally, on 4 June 2020 we increased our available undrawn banking facilities by £70.0m to £80.0m and, at the balance sheet date had cash of £117.2m.

Through all severe but plausible downside scenarios modelled we continue to have satisfactory liquidity headroom on existing facilities and satisfactory headroom on our financial covenants for the coming 12 to 15 months. Should a more extreme downside scenario occur then additional mitigating actions could be taken including (but not limited to) cancellation of pay awards, further reductions to non Ecommerce marketing spend during H2, potential extension of payment terms with factories or further delay/cancellation of IT related Capex. A more extreme downside scenario is not considered plausible.

In adopting the going concern basis for preparing the financial statements, the Directors have considered the business activities as well as the principal risks and uncertainties and in particular Covid-19. Based on the Group’s cash flow forecasts and trading projections, the Directors are satisfied that the Group and the Company will be able to operate for the foreseeable future. The Directors of Airwair (1996) Limited therefore consider it appropriate to prepare the financial statements on a going concern basis.

### Notes to the Financial Statements (continued) For the 52 weeks ended 29 March 2020

#### 2 Accounting policies (continued)

##### **Adoption of new and revised standards**

The following standards adopted in the current financial period have not had a significant impact on the financial statements of the Company: -

- IFRIC 23 'Uncertainty over Income Tax Treatments'

##### **New standards and interpretations not yet applied**

At the date of authorisation of these financial statements, there were no standards and interpretations that are relevant to the Company, in issue but not yet effective.

Other standards and interpretations or amendments thereto which have been issued, but are not yet effective, are not expected to have a material impact on the Company's financial statements.

##### **Investments**

Investments are stated at cost less provision for impairment.

##### **Other operating income and charges**

Other income and charges are recognised in the Statement of Comprehensive Income as incurred.

##### **Taxation**

The tax expense would represent the sum of the tax currently payable and deferred tax movement recognised in the period. There is no tax currently payable based on results for the period. Taxable profit differs from net profit as reported in the Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated by using tax rates that have been enacted or substantively enacted by the end of each reporting period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the statement of financial position liability method. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction which affects neither the tax profit nor the accounting profit. Deferred tax liabilities are recognised for taxable temporary differences arising in investments in subsidiaries except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled. Deferred tax is charged or credited in the Statement of Comprehensive Income, except when it relates to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority, and the Company intends to settle its current tax assets and liabilities on a net basis.

##### **Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Notes to the Financial Statements (continued)  
For the 52 weeks ended 29 March 2020**

**2 Accounting policies (continued)**

**Financial instruments (continued)**

**Financial assets**

Financial assets are measured as follows:-

Trade receivables are measured at amortised cost.

**Trade and other receivables**

Trade receivables are unconditional amounts of consideration receivable by the Company. Trade and other receivables are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

**Impairment of financial assets**

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the Statement of Comprehensive Income. On confirmation that the trade receivable will not be collected, the gross carrying value of the asset is written off against the associated provision.

**Financial liabilities**

The Company classifies all of its financial liabilities as liabilities at amortised cost.

*Initial recognition*

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs. Details of the Company's equity are included in note 11.

*Derecognition*

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

**Trade and other payables**

Trade payables are obligations to pay for goods or services that have been acquired in the course of ordinary business. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

**Foreign currency translation**

The functional currency of each company in the Group is that of the primary economic environment in which the entity operates. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the period-end. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the Statement of Comprehensive Income.



### Notes to the Financial Statements (continued) For the 52 weeks ended 29 March 2020

#### Significant judgements and estimates

The preparation of the Company's financial statements in conforming with IFRS requires management to make judgements, estimates and assumptions that effect the application of policies and reported amounts in the financial statements. These judgements and estimates are based on management's best knowledge of the relevant facts and circumstances. However, the nature of estimation means that actual outcomes could differ from those estimates. Information about such judgements and estimation is contained in the accounting policies and / or notes to the financial statements and the key areas are summarised below:

#### Key judgements

The following judgements have had the most significant effect on amounts recognised in the financial statements:

#### *Provisions for expected credit losses of trade receivables*

Expected credit losses are calculated based on a combination of factors, including the ageing of the receivable balances, historical experience of groupings customer segments that have similar loss patterns, current credit status of the customer and forward looking information such as current economic condition

#### *Corporation tax*

There is significant judgement involved in determining the Company's corporation tax provision. There are transactions and calculations for which the ultimate tax determination is uncertain. The Company recognises liabilities for anticipated tax issues based on estimates to whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax assets and liabilities in the period in which the determination is made. Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies (see note 6).

#### *Investments*

The Company assesses, at each reporting date, whether there is an indication that any investment may be impaired. If any indication exists, or when annual impairment testing for an investment is required, the Company estimates the investments' recoverable amount. In assessing an investments' recoverable amount, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the investment.

### 3 Operating loss

Operating loss is stated after charging:

	2020	2019
	£	£
Exchange gains on retranslation of foreign currency creditors	(65,551)	11,977
Tax payable on US subsidiary <sup>1</sup>	(2,194,204)	(2,184,129)
	(2,259,755)	(2,172,152)

<sup>1</sup>The tax payable relates to various Federal and State taxes incurred by the Company as a result of their investment in, and the activities of, their sole US subsidiary Dr Martens Airwair USA LLC.

### 4 Auditors remuneration

	2020	2019
	£	£
Auditors remuneration	5,213	2,833

The audit fee has been borne by Airwair International Limited, a fellow group company.

## Airwair (1996) Limited

### Notes to the Financial Statements (continued) For the 52 weeks ended 29 March 2020

#### 5 Staff costs and Directors remuneration

No salaries or wages have been paid to employees during the period.

The monthly average number of employees during the period was:

	2020	2019
	No.	No.
Directors	2	2

The Directors of the Company are also Directors or officers of a number of the companies within the Doc Topco Group. Directors' emoluments have been borne by other group companies.

The Directors received total remuneration in the period of £1,047,000 (2019: £1,006,000). The value of pension contributions to defined contribution pension schemes totalled £10,000 (2019: £20,000) which was also borne by other group companies. No retirement benefits are accruing to Directors under a defined contribution scheme (2019: nil).

The highest paid Director received salaries and benefits of £642,000 (2019: £622,000) and pension contributions to the defined contribution scheme of £nil (2019: £nil).

Due to Airwair (1996) Limited not having any turnover and the Company having net liabilities, the Directors do not believe that it is practicable to apportion this amount between their services as Directors of the Company and their services as Directors of the holding and fellow subsidiary companies'.

#### 6 Income tax

	2020	2019
	£	£
<b>Current tax</b>		
Current tax on UK profit for the period	-	-
	-	-
<b>Deferred tax</b>		
Origination and reversal of temporary differences	-	-
<b>Total tax expense in the Statement of Comprehensive Income</b>	-	-

	2020	2019
	£	£
<b>Factors affecting the tax expense for the period:</b>		
Loss on ordinary activities before taxation	(2,259,755)	(2,172,152)
Loss on ordinary activities before taxation multiplied by standard rate	(429,353)	(412,709)
UK corporation tax of 19% (2019: 19%)		
<i>Effects of:</i>		
Non-deductible expenses	416,898	414,985
Group relief	12,455	(2,276)
<b>Total taxation expense</b>	-	-

## Airwair (1996) Limited

### Notes to the Financial Statements (continued) For the 52 weeks ended 29 March 2020

#### 6 Income tax (continued)

##### Deferred tax

The deferred tax asset not recognised in the financial statements is as follows:

	2020	2019
	£	£
<b>Tax losses available</b>	<b>510,965</b>	<b>457,179</b>

Net tax losses not recognised relate to capital losses and other non-trade losses. A deferred tax asset has not been recognised as the availability of future profits against which these may be used is uncertain.

##### *Factors that may affect future tax charges*

There have been a number of recent announcements made to the UK's main rate of corporation tax. The current rate of 19% with effect from 1 April 2017, with a further reduction to 17% subsequently enacted on 6 September 2016 and due to take effect from 1 April 2020. On 11 March 2020, the 2020 UK Budget reversed the reduction in the corporation tax rate from 19% to 17%. This reversal was substantively enacted on the same date and therefore the UK main rate of corporation tax remains at 19%.

#### 7 Investments: non current

	Subsidiary undertakings £
Cost:	
At 31 March 2019	715,453
<b>At 29 March 2020</b>	<b>715,453</b>
Amounts provided:	
At 31 March 2019	-
<b>At 29 March 2020</b>	<b>-</b>
Net Book Value:	
<b>At 29 March 2020</b>	<b>715,453</b>
At 31 March 2019	715,453

Companies Act 2006 requires the registered address and principal place of business of each subsidiary undertaking to be disclosed. These are shown in the table below. The subsidiary undertakings of the Company are as follows:

Name	Country of registration	Class of share capital held	Nature of investment		Nature of business
			Direct	Indirect	
Dr Martens Airwair USA LLC <sup>*1</sup>	USA	Ordinary	100%	-	Footwear retail and distribution

<sup>1</sup> 10 Northwest, 10th Avenue, Portland, Oregon, USA, 97209

#### 8 Other receivables: amounts due within one year

	2020	2019
	£	£
<b>Amounts owed by group undertakings</b>	<b>217,355</b>	<b>236,495</b>

## Airwair (1996) Limited

### Notes to the Financial Statements (continued) For the 52 weeks ended 29 March 2020

9	<b>Other payables: amounts due within one year</b>	<b>2020</b>	<b>2019</b>
		£	£
	Amounts owed to group undertakings	12,094,888	8,898,481

All amounts owed to group undertakings are payable on demand and therefore are disclosed as due within one year.

10	<b>Financial instruments</b>	<b>2020</b>	<b>2019</b>
		£	£
	<b>Financial assets</b>		
	Financial assets that are debt instruments measured at amortised cost	217,355	236,495
	<b>Financial liabilities</b>		
	Financial liabilities that are debt instruments measured at amortised cost	(12,094,888)	(8,898,481)

Financial assets measured at amortised cost comprise amounts owed by Group undertakings. Financial liabilities measured at amortised cost comprise amounts owed to Group undertakings.

11	<b>Share capital</b>	<b>2020</b>	<b>2019</b>
		£	£
	<i>Authorised, issued and fully paid</i>		
	25,100 ordinary shares of £1 each	25,100	25,100

12	<b>Reserves</b>
	The following describes the nature and purpose of each reserve within equity:

Reserve	Description and purpose
Share capital	Nominal value of subscribed shares.
Share premium	Amount subscribed for share capital in excess of nominal value.
Retained earnings	All other net gains and losses and transactions with owners (e.g. dividends) not recognised elsewhere.

13	<b>Related party transactions</b>
	There were no transactions with related parties which require disclosure.

14	<b>Ultimate parent company</b>
	The Group is backed by funds (entities part of the Permira V Fund "Permira V") advised by Permira Holdings Limited. Permira Holdings Limited is related to the Company due to common control, IngreLux S.a.r.l (the Group's ultimate controlling parent party) is controlled by Permira V Fund which itself is controlled by Permira Holdings Limited. The ultimate controlling party and largest group financial statements the Company is included in is IngreLux S.a.r.l, a company registered in Luxembourg (Registered office 488 Route De Longwy, 1940, Luxembourg).

The Company's immediate parent company is Airwair Limited (registered in England and Wales). The Directors consider Doc Topco Limited (registered in England and Wales) to be the smallest group for which group financial statements including Airwair (1996) Limited are drawn up.

Copies of the accounts may be obtained from the Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.