

COMPANY REGISTRATION NUMBER: 03456332

Olveston Limited
Annual Report and Audited Financial Statements
For the Year Ended 30 June 2017

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Olveston Limited
Financial Statements
for the year ended 30 June 2017

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Oveston Limited

Directors' Report

for the year ended 30 June 2017

The directors present their report and the audited financial statements of Oveston Limited ("the company") for the year ended 30 June 2017.

Directors

The directors who served the company during the year were as follows:

DF Rogers
JL Beckwith
SD Roberts

Dividends

The directors do not recommend the payment of a dividend.

Principal activities

The principal activity of the company during the year was that of an investment holding company.

Results for the year

The loss for the year after taxation was £867,336 (2016: £nil).

Key performance indicators ("KPIs")

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

Principal risks and uncertainties

From the perspective of the company the principal risks and uncertainties are integrated with the principal risk of the group and are not managed separately. Accordingly, the principal risks and uncertainties of the Pacific Investments Limited group, which include those of the company, are discussed within the "Principal risks and uncertainties" paragraph in the directors' report in the consolidated financial statements of Pacific Investments Limited, which do not form part of this report.

Liquidity and interest rate risk

The company has access to the Pacific Investments Limited group loan facility. This is sufficient for current and planned future operations. Interest rate exposure is not considered a risk given the nature of its interest bearing assets and liabilities. The directors will revisit the appropriateness of this policy should the company's operations change in size or nature.

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS102 "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland". 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 the profit or loss of the company for that period.

Olveston Limited

Directors' Report *(continued)*

for the year ended 30 June 2017

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

Auditor

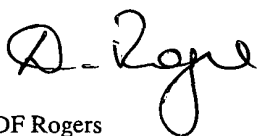
Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware;
- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information; and
- this information is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

A resolution to reappoint Nexia Smith & Williamson as auditors will be proposed at the forthcoming Annual General Meeting.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board of directors on 22 November 2017 and signed on behalf of the board by:



DF Rogers
Director

Registered office:
124 Sloane Street
London
United Kingdom
SW1X 9BW

Oveston Limited

Independent Auditor's Report to the Shareholders of Oveston Limited for the year ended 30 June 2017

Opinion

We have audited the financial statements of Oveston Limited (the "company") for the year ended 30 June 2017 which comprise the Statement of Income and Retained Earnings, Statement of Financial Position and the notes to the financial statements, 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 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders, as a body, for our audit work, for this report, or for the opinions we have formed.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2017 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. 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 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.

Olveston Limited

Independent Auditor's Report to the Shareholders of Olveston Limited *(continued)*

for the year ended 30 June 2017

Other information

The other information comprises the information included in the strategic 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 our 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 this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion 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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

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 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.

Responsibilities of directors

As explained more fully in the directors responsibilities statement on pages 1 to 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and such internal controls 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.

Olveston Limited

Independent Auditor's Report to the Shareholders of Olveston Limited *(continued)* **for the year ended 30 June 2017**

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: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Nexia Smith & Williamson

Guy Swarbreck
Senior Statutory Auditor, for and on behalf of
Nexia Smith & Williamson
Statutory Auditor
Chartered accountant
25 Moorgate
London
EC2R 6AY

22 November 2017

Olveston Limited
Statement of Income and Retained Earnings
for the year ended 30 June 2017

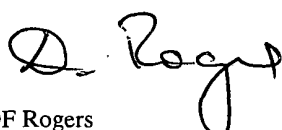
	Note	2017 £	2016 £
Increase in provisions	7	(867,336)	–
Other interest receivable and similar income		67,278	57,161
Interest payable and similar charges	8	(67,278)	(57,161)
Loss on ordinary activities before taxation		<u>(867,336)</u>	<u>–</u>
Tax on loss on ordinary activities	9	–	–
Loss for the financial year and total comprehensive income		<u>(867,336)</u>	<u>–</u>
Retained losses at the start of the year		<u>(1,195,566)</u>	<u>(1,195,566)</u>
Retained losses at the end of the year		<u>(2,062,902)</u>	<u>(1,195,566)</u>

The notes on pages 8 to 13 form part of these financial statements.

Olveston Limited
Statement of Financial Position
as at 30 June 2017

	Note	2017 £	2016 £
Fixed assets			
Investment in subsidiaries	10	351,574	1,081,894
Creditors: amounts falling due within one year	11	(2,413,476)	(2,276,460)
Net current liabilities		(2,413,476)	(2,276,460)
Total assets less current liabilities		(2,061,902)	(1,194,566)
Capital and reserves			
Called up share capital	13	1,000	1,000
Retained earnings	14	(2,062,902)	(1,195,566)
Shareholders deficit		(2,061,902)	(1,194,566)

These financial statements were approved by the board of directors and authorised for issue on 22 November 2017, and are signed on behalf of the board by:


DF Rogers
Director

Company registration number: 03456332

The notes on pages 8 to 13 form part of these financial statements.

Olveston Limited
Notes to the Financial Statements
for the year ended 30 June 2017

1. Statement of compliance

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

2. General information

Olveston Limited (03456332) is a company incorporated in England and Wales. The address and registered office is 124 Sloane Street, London, SW1X 9BW. The nature of the company's operations are set out in the Directors' Report on page 1.

3. Accounting policies

Basis of preparation

The company is a subsidiary of the Pacific Investments Limited group of companies and is included in the consolidated financial statements of Pacific Investments Limited, which are publicly available. The company is therefore exempt from preparing its own consolidated financial statements.

The functional currency of the company is considered to be pounds sterling as this is the currency of the primary environment in which the company operates.

Going concern

The financial statements have been prepared on a going concern basis which assumes the continued support of the ultimate parent company. The directors have received a letter from the ultimate parent company, Pacific Investments Limited, confirming its support for a period of at least one year from the date of approval of these financial statements.

Disclosure exemptions

The company has taken advantage of the following exemptions available under FRS 102:

- The exemption from preparing a Statement of Cash Flows; and
- The exemption from disclosing key management personnel compensation

Investment in subsidiaries

Investments in subsidiaries are stated at cost less any provisions for permanent diminution in value. Realised gains and losses are dealt with through the Statement of Income and Retained Earnings. A review for impairment is carried out if events or changes in circumstances indicate that the carrying amount may not be recoverable, in which case an impairment provision is recognised and charged to the Statement of Income and Retained Earnings.

Foreign currencies

Foreign currency transactions are initially recorded in the functional currency, by applying the spot exchange rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the reporting date, with any gains or losses being taken to the profit and loss account.

Olveston Limited

Notes to the Financial Statements *(continued)*

for the year ended 30 June 2017

3. Accounting policies *(continued)*

Financial instruments

The company enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Income and Retained Earnings.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate.

Financial liabilities and equity instruments issued by the company are classified in accordance with the substance of contractual arrangements entered into and the definitions of a financial liability and equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all its liabilities. Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs.

Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the profit and loss account, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- the recognition of deferred tax assets is limited to the extent that it is possible that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between fair values of assets acquired and the future tax deductions available for them and the differences between fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using rates and laws that have been enacted or substantively enacted by the balance sheet date.

Preference shares

Preference shares issued by the company are classified in accordance with the contractual arrangements entered into. Issued preference shares that pay a fixed rate of dividend or have a mandatory redemption feature at a future date are recognised within current liabilities.

Olveston Limited

Notes to the Financial Statements *(continued)*

for the year ended 30 June 2017

4. Key sources of estimation uncertainty and judgements

The preparation of the financial statements in conformity with the generally accepted accounting practices requires management to make estimates and judgements that affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of revenue and expenses during the reporting period.

(i) Carrying value of investment in subsidiaries

The carrying value of investment in subsidiaries are initially recorded at cost and subsequently measured at cost less provision for impairment. The directors have reviewed all forecast and budgetary information available to them and have deemed there to be no objective evidence that the company will not recover the carrying amount stated in these financial statements.

5. Auditor's remuneration

The company's audit fee has been met by its immediate parent company.

6. Particulars of employees

During the year the company had no employees, other than directors, (2016: nil) and paid no remuneration to directors (2016: £nil).

7. Increase in provisions

	2017 £	2016 £
Increase in provisions	(867,336)	—

8. Interest payable and similar charges

	2017 £	2016 £
Other interest payable and similar charges	67,278	57,161

9. Tax on loss on ordinary activities

The tax assessed on the loss on ordinary activities for the year is higher than (2016: the same as) the standard rate of corporation tax in the UK of 20% (2016: 20%).

	2017 £	2016 £
Loss on ordinary activities before taxation	(867,336)	—
Loss on ordinary activities by rate of tax	(173,467)	—
Effect of expenses not deductible for tax purposes	173,467	—
Tax on loss on ordinary activities	—	—

Olveston Limited

Notes to the Financial Statements *(continued)*

for the year ended 30 June 2017

10. Investment in subsidiaries

	Shares in group undertakings £	Loans to group undertakings £	Total £
Cost			
At 1 July 2016	5,078	3,082,683	3,087,761
Additions	–	67,278	67,278
Revaluations	–	196,635	196,635
At 30 June 2017	<u>5,078</u>	<u>3,346,596</u>	<u>3,351,674</u>
Impairment			
At 1 July 2016	5,078	2,000,789	2,005,867
Impairment losses	–	867,336	867,336
Exchange movements	–	126,897	126,897
At 30 June 2017	<u>5,078</u>	<u>2,995,022</u>	<u>3,000,100</u>
Carrying amount			
At 30 June 2017	<u>–</u>	<u>351,574</u>	<u>351,574</u>
At 30 June 2016	<u>–</u>	<u>1,081,894</u>	<u>1,081,894</u>

The company has the following subsidiary undertakings:

Name of Undertaking	% Share Held	% Voting	Holding	Nature of Business	Place of Incorporation
Feerie Seine SARL	99%	99%	Ordinary	Lease holding	France

Subsidiary of Feerie Seine SARL

Name of Undertaking	% Share Held	% Voting	Holding	Nature of Business	Place of Incorporation
Serest SARL	51	51	Ordinary	Nightclub operator	France

The loan relates to Feerie Seine SARL and is viewed as long term in nature. There is no fixed term of repayment and interest accrues at a fixed rate. Full repayment will only be sought when alternative funding is secured, either via trade sale, float or similar. The loan is secured by a charge over the assets of Feerie Seine SARL and its subsidiary undertaking.

Interest is accreted to the outstanding loan value. Interest accreted does bear interest and has the same terms of repayment and conditions as the principal loan.

11. Creditors: amounts falling due within one year

	2017 £	2016 £
Amounts owed to group undertakings	1,686,439	1,549,423
Shares classed as financial liabilities	727,037	727,037
	<u>2,413,476</u>	<u>2,276,460</u>

Olveston Limited

Notes to the Financial Statements *(continued)*

for the year ended 30 June 2017

11. Creditors: amounts falling due within one year *(continued)*

Amounts owed to group undertakings have been issued without terms and are interest free, therefore the full amount has been recognised within current liabilities.

12. Financial instruments

The carrying amount for each category of financial instrument is as follows:

	2017 £	2016 £
Financial assets		
Financial assets that are debt instruments measured at cost less impairment	351,574	1,081,894
Financial liabilities		
Financial liabilities measured at amortised cost	(2,413,476)	(2,276,460)

Financial assets measured at cost less impairment comprise investment in subsidiaries.

Financial liabilities measured at amortised cost comprise amounts owed to group undertakings and shares classified as financial liabilities.

13. Called up share capital

Issued, called up and fully paid

	2017		2016	
	No.	£	No.	£
Amounts presented in equity:				
Ordinary shares of £1 each	1,000	1,000	1,000	1,000
Amounts presented in liabilities:				
Preference shares of £1 each	727,037	727,037	727,037	727,037

Rights as regards to capital

On a return of assets on liquidation, reduction of capital or otherwise, the surplus capital of the company is returned first to the Preference shareholders at an amount equal to the capital paid up on the Preference Shares.

Rights as regards to voting

Holders of Ordinary shares have the right to receive notice of, attend and vote at general meetings of the company. The Preference shareholders do not have the right to receive notice of, attend or vote at general meetings of the company. The Preference shares do not entitle the holders to any further rights or other participation in the profits or assets of the company.

Olveston Limited

Notes to the Financial Statements *(continued)*

for the year ended 30 June 2017

13. Called up share capital *(continued)*

Rights as regards to redemption

The Preference Shares were redeemable at par by the company between six and eleven years from the date of issue or as soon thereafter as the company would be able to comply with the statutory provisions for the time being effecting such redemption. Although it is over eleven years since the issue date the Preference Shares have not yet been redeemed due to statutory provisions restrictions, however they remain redeemable and will continue to do so until the statutory provisions are met, at which point they will be redeemed.

14. Reserves

Retained earnings - This reserve records retained earnings and accumulated losses, less amounts distributable to shareholders.

15. Related party transactions

Please refer to investment note 10 for details of transactions with 99% owned subsidiary undertaking Feerie Seine Sarl.

16. Controlling party

The company's immediate parent company is OLV 2 Limited, a company registered in England and Wales.

The company's ultimate parent company is Pacific Investments Limited, a company registered in England and Wales, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of Pacific Investments Limited's consolidated financial statements can be obtained from Companies House.

In the opinion of the directors, the ultimate controlling party of the company is JL Beckwith, a director and majority shareholder of the ultimate parent company.