Virgin.com Limited

Directors' Report and Financial Statements Registered number 3735629 31 December 2016

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Virgin.com Limited Annual report and financial statements 31 December 2016

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Directors' Report

The directors present their report and the financial statements for the year ended 31 December 2016.

Principal activity

The principal activity of the Company is the development and management of the Virgin Group website to cross sell the services of the companies using the Virgin name and offer a common e-commerce platform for Virgin companies.

Business review

Summary financial performance and key performance indicators

For the year ended 31 December 2016 the Company recorded a profit after tax of £67,000, compared with a £2,271,000 loss before tax for the year ended 31 December 2015. The increase in profit was mainly driven by an increase in revenue and a reduction in interest payable.

For the year ended 31 December 2016 turnover totalled £2,554,000, compared with £2,390,000 for the year ended 31 December 2015.

At 31 December 2016, the Company had net assets of £458,000 (2015: £391,000), an increase of £67,000. This increase in net assets is driven by an increase in intercompany debt receivable.

Going concern

The Company has adequate financial resources available to it, and going forward no significant adverse changes are expected in relation to its income streams or cost base at this present time.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Results and dividends

The profit for the year, after taxation, amounted to £67,000 (2015 - loss £2,271,000).

The directors do not recommend the payment of a dividend (2015 - £nil).

Directors

The directors who served during the year were:

I P Woods J P Moorhead (resigned 1 July 2016) L V Thomas (appointed 17 February 2016) A Stirling (appointed 16 January 2017)

Directors' Report (continued)

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

This report was approved by the board on 30 May 2017 and signed on its behalf.

Company Secretary
The Battleship Building
179 Harrow Road

London W2 6NB

Directors' Responsibilities Statement

For the Year Ended 31 December 2016

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent Auditor's Report to the Shareholders of Virgin.com Limited

We have audited the financial statements of Virgin.com Limited for the year ended 31 December 2016, set out on pages 6 to 22. The relevant financial reporting framework that has been applied in their preparation is applicable law and the UK Accounting Standards (UK Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

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

Respective responsibilities of Directors and Auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2016 and of its profit 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, the information given in the Directors' Report for the financial year is consistent with those financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Directors' Report:

- we have not identified material misstatements in that report; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Independent Auditor's Report to the Shareholders of Virgin.com Limited (continued)

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

Sarah Styant (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square

London

E14 5GL

30 May 2017

Statement of Comprehensive Income For the Year Ended 31 December 2016

	Note	2016 £000	2015 £000
Turnover	2	2,554	2,390
Gross profit		2,554	2,390
Administrative expenses		(2,656)	(2,655)
Operating loss	3	(102)	(265)
Interest payable and expenses	6	-	(2,006)
Loss before tax		(102)	(2,271)
Tax on loss on ordinary activities	7	169	-
Profit/(loss) for the year	_	67	(2,271)
Other comprehensive income			
Total comprehensive income for the year	_	67	(2,271)

Registered number:3735629

Balance Sheet As at 31 December 2016

Note		2016 £000		2015 £000
8		-		97
9		3		3
	•	3	•	100
10	1,476		817	
	55		66	
•	1,531		883	
11	(1,076)		(592)	
		455		291
	,			<u>.</u>
		458		391
12		-		-
		70,030		70,030
		(69,572)		(69,639)
	·	458		391
	8 9 10	8 9 10 1,476 55 1,531 11 (1,076)	Note 8 9 3 10 1,476 55 1,531 11 (1,076) 455 458 12 70,030 (69,572)	Note £000 8 - 9 3 10 1,476 817 55 66 1,531 883 11 (1,076) (592) 455 458 12 70,030 (69,572)

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 May 2017.

I P Woods

Director

The notes on pages 10 to 22 form part of these financial statements.

Statement of Changes in Equity For the Year Ended 31 December 2016

	Share capital	Share premium	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 January 2016	-	70,030	(69,639)	391
Comprehensive income for the year				
Profit for the year		-	67	67
Total comprehensive income for the year	-	-	67	67
Total contributions by and distributions to owners	-	-		-
At 31 December 2016	-	70,030	(69,572)	458

Statement of Changes in Equity For the Year Ended 31 December 2015

	Share capital	Share premium £000	Profit and loss account £000	Total equity
At 1 January 2015	-	-	(67,368)	(67,368)
Comprehensive income for the year				
Loss for the year		-	(2,271)	(2,271)
Total comprehensive income for the year	-	-	(2,271)	(2,271)
Contributions by and distributions to owners				
Issue of shares	-	70,030	-	70,030
Total contributions by and distributions to owners	-	70,030	-	70,030
At 31 December 2015	-	70,030	(69,639)	391

1. Accounting policies

1.1 Basis of preparation of financial statements

Virgin.com Limited (the "Company") is a company incorporated and domiciled in the UK.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

The financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' ("FRS 101") and the Companies Act 2006.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006.

The Company's intermediate parent, Virgin UK Holdings Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Virgin UK Holdings Limited are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from the address in note 15.

In these financial statements, the Company has applied the exemptions under FRS101 in respect of the following disclosures:

- Cash flow Statement and related notes;
- Comparative period reconciliations for share capital, intangible assets and tangible fixed assets;
- Related party disclosures in respect of wholly owned subsidiaries;
- Requirements of IFRS 7 Financial Instruments: Disclosures.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 16.

Accounting policies (continued)

1.2 Going concern

The Company has financial resources available to it, and going forward no significant adverse changes are expected in relation to its income streams or cost base at this present time.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

1.3 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue comprises fees receivable in respect of management of the Virgin Group website for other companies using the Virgin name. Management fees are recognised on a straight line basis over the period in which the services are provided. Turnover in respect of sponsorship is recognised on a straight line basis over the life of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract; and
- the costs incurred and the costs to complete the contract can be measured reliably.

1.4 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

The estimated useful lives range as follows:

Website design

Straight line over 3 years

1. Accounting policies (continued)

1.5 Tangible fixed assets

Tangible fixed assets are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The Company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Computer equipment

- 3 - 5 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the statement of comprehensive income.

1.6 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

Accounting policies (continued)

1.7 Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument. In accordance with IAS 39, financial instruments are recorded initially at fair value. Subsequent measurement of those instuments at the balance sheet date reflects the designation of the financial instrument. The Company determines the classification at initial recognition and re-evaluates this designation at each reporting date.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Non-derivative financial assets

The Company has the following non-derivative financial assets:

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses.

Non-derivative financial liabilities

Non-derivative financial liabilities are initially recorded at fair value less directly attributable transaction costs, and subsequently at amortised cost using the effective interest method.

The Company has the following non-derivative financial liabilities: loans and borrowings and trade and other payables.

The Company derecognises financial liabilities when its contractual obligations are discharged, cancelled or expired.

Where an existing financial liability is replaced by another form 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 a de-recognition of the original liability and the recognition of a new liability, such that the difference in the respective carrying amounts are recognised in profit or loss.

1.8 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

1.9 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Accounting policies (continued)

1.10 Foreign currency translation

Functional and presentational currency

The company's functional currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and nonmonetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Profit and Loss Account.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Profit and Loss Account within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Profit and Loss Account within 'other operating income'.

1.11 Finance income and expenses

Interest receivable and interest payable

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy). Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial time to be prepared for use, are capitalised as part of the cost of that asset. Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable is recognised in profit or loss as it accrues, using the effective interest method. Foreign currency gains and losses are reported on a net basis.

1. Accounting policies (continued)

1.12 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 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 probable 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. 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 the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

1. Accounting policies (continued)

1.13 Impairment

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the Company's non-financial assets, other than investment property, stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, 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 asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

2. Turnover

An analysis of turnover by class of business is as follows:

		2016 £000	2015 £000
Website adv	vertising sales	251	447
	of management services	2,303	1,943
		2,554	2,390
Analysis of	turnover by country of destination:		
		2016	2015
		£000	£000
United King	gdom	2,485	252
Switzerland		•	1,943
Australia	•	-	16
North Amer	rica	69	179
		2,554	2,390
3. Expenses			
•	the profit/loss are the following:		
meradea m	the profitouss are the following.		
		2016 £000	2015 £000
Depreciatio	n of tangible fixed assets	2	2
Amortisatio	n of intangible assets, including goodwill	97	135

4. Auditors' remuneration

The Company paid the following amounts to its auditors in respect of the audit of the financial statements:

	2016 £000	2015 £000
Fees for the audit of the Company	6	
	6	-
		

Audit fees of £6,000 for the prior year were borne by another group company.

5. Directors' remuneration

The directors did not receive any remuneration during the year for services to the Company (2015:£nil).

6.	Interest	payable	and simil	lar charges

		2016 £000	2015 £000
	Loans from group undertakings	<u>-</u>	2,006
		-	2,006
7.	Taxation		
•	- 		
		2016 £000	2015 £000
	Adjustment in respect of prior years	(169)	-
	Total current tax	(169)	-
	Factors affecting tax charge for the year The charge for the year can be reconciled to the profit per the income statement as follows:	lows:	
		2016 £000	2015 £000
	Loss on ordinary activities before tax	(102)	(2,271)
	Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.00% (2015 - 20.25%)	(21)	(460)
	Effects of:		
	Expenses not deductible	27	407
	Change in unrecognised temporary differences	(66)	(78)
	Current year losses for which no deferred tax asset was recognised	60 .	131
	Adjustments in respect of prior years	(169)	-
	Total tax charge for the year	(169)	-

The Company has not recognised deferred tax assets in respect of gross unused tax losses of £16,947,075 (2015: £18,076,307) and gross temporary differences of £1,960,161 (2015: £2,292,196).

8. Intangible assets

9.

	Website Development £000
Cost	
At 1 January 2016	920
At 31 December 2016	920
Amortisation	
At 1 January 2016	823
Charge for the year	97
At 31 December 2016	920
Net book value	
At 31 December 2016	
At 31 December 2015	. 97
Tangible fixed assets	Computer Equipment £000
Cost or valuation	
At 1 January 2016 Additions	9
At 31 December 2016	11
Depreciation	
At 1 January 2016	6
Charge for the period on owned assets	2
At 31 December 2016	8
Net book value	
At 31 December 2016	3
At 31 December 2015	3

10. Debtors

10.	Debtors		
		2016	2015
		0003	£000
	Trade debtors	27	202
	Amounts owed by group undertakings	1,288	10
	Other debtors	109	19
	Prepayments and accrued income	52	586
		1,476	817
11.	Creditors: Amounts falling due within one year		
		2016	2015
		€000	£000
	Trade creditors	21	7
	Amounts owed to group undertakings	598	-
	Accruals and deferred income	457	585
		1,076	592
12.	Share capital		
		2016	2015
		0003	£000
	Allotted, called up and fully paid		
	3 Ordinary shares of £1 each	-	-

13. Contingent liabilities

The Company is party to a group overdraft facility of £50 million (2015: £50 million) of which £nil (2015: £nil) was drawn down, all of which is repayable on demand.

14. Related party transactions

At 31 December 2016 the Company's ultimate parent undertaking was Virgin Group Holdings Limited, whose sole shareholder is Sir Richard Branson. The shareholder of Virgin Group Holdings Limited has interests directly or indirectly in certain other companies which are considered to give rise to related party disclosures under International Accounting Standard 24: Related Party Disclosures.

As a 100% owned subsidiary of Virgin Group Holdings Limited, the Company has taken advantage of the exemption under FRS 101 Reduced Disclosure Framework, which enables it to exclude disclosure of transactions with Virgin Group Holdings Limited and its wholly owned subsidiaries.

At the year end, the Company had the following amounts outstanding and transactions in the year with related parties:

	Turnover £000	Debtors £000
Virgin Holidays Limited	-	4
Virgin Money Holdings (UK) Plc	7	16
Virgin Atlantic Airways Limited	-	1
	7	21

15. Controlling party

At 31 December 2016, the Company's ultimate parent undertaking was Virgin Group Holdings Limited, a company incorporated in the British Virgin Islands.

The largest and smallest groups in which the results of the Company are consolidated are those for Virgin UK Holdings Limited and Virgin Holdings Limited companies which are registered in England and Wales. Copies of the group accounts for Virgin UK Holdings Limited and Virgin Holdings Limited can be obtained from Companies House Crown Way, Cardiff CF14 3UZ.

16. Accounting estimates and judgements

The preparation of the financial statements in conformity with FRS101 requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from the estimates calculated.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The following accounting policies are considered critical accounting policies as they require a significant amount of management judgement and the results are material to the financial statements.

Intangible assets

The Company exercises judgement to determine the useful economic life of intangible assets. The assets are depreciated over their useful economic lives.