

**SPIRIT GROUP RETAIL LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**For the 52 weeks ended 28 April 2019**



## **SPIRIT GROUP RETAIL LIMITED**

### **COMPANY INFORMATION**

|                          |  |
|--------------------------|--|
| <b>Director</b>          | R Smothers   |
| <b>Company secretary</b> | Mrs L A Keswick  |
| <b>Registered number</b> | 03794854   |
| <b>Registered office</b> | Westgate Brewery<br>Bury St Edmunds<br>Suffolk<br>IP33 1QT                         |
| <b>Auditor</b>           | Ernst & Young LLP<br>Statutory Auditor<br>1 More London Place<br>London<br>SE1 2AF |

# **SPIRIT GROUP RETAIL LIMITED**

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## **SPIRIT GROUP RETAIL LIMITED**

### **DIRECTOR'S REPORT For the 52 weeks ended 28 April 2019**

The director presents his report and the financial statements for the 52 weeks ended 28 April 2019.

#### **Principal activity**

The principal activity of the company is that of an investment holding company.

#### **Going concern**

At the balance sheet date the company had net current assets (excluding debtors: amounts falling due after more than one year) of £963,376,000 and net assets of £962,533,000. After making enquires the director has a reasonable expectation that the net assets of £962,533,000 are recoverable in full and that the company has adequate resources to continue in operational existence for the foreseeable future. The director is satisfied that the company is able to meet its liabilities as they fall due being a period of no less than 12 months from the date of approval of these financial statements and therefore continue to prepare the financial statements on a going concern basis.

#### **Director**

The director who served during the 52 weeks was:

R Smothers

The director did not hold any interest in the share capital of the company during the period.

The interest of the director in the shares of the ultimate parent company, Greene King plc, is shown in the financial statements of that company, where they are a director of Greene King plc.

#### **Future developments**

No significant changes are anticipated to the activities of the company in the foreseeable future.

#### **Qualifying third party indemnity provisions**

The company has indemnified the directors of the company in respect of proceedings brought by third parties. Such qualifying third party indemnity provision remains in place at the date of this report.

#### **Disclosure of information to auditor**

The director at the time when this Director's report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the company's auditor is unaware, and
- he 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.

#### **Post balance sheet events**

On 19th August 2019, the boards of CK Noble (UK) Limited ("CK Bidco"), a wholly owned subsidiary of CK Asset Holdings Limited ("CKA"), a Cayman Islands company listed on the Hong Kong Stock Exchange and Greene King plc ("Greene King") reached agreement on the terms of a recommended cash offer by CK Bidco for the entire issued and to be issued share capital of Greene King, not already owned by or on behalf of the CKA group.

The Acquisition was implemented by way of a scheme of arrangement which took place on 30 October 2019, and on 31 October 2019 Greene King plc was re-registered as a private limited company with the name Greene King Limited.

**SPIRIT GROUP RETAIL LIMITED**

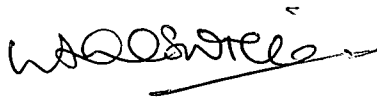
**DIRECTOR'S REPORT (CONTINUED)**  
**For the 52 weeks ended 28 April 2019**

**Auditor**

The auditor, Ernst & Young LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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

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



**Mrs L A Keswick**

Secretary

Date: 6 November 2019

## **SPIRIT GROUP RETAIL LIMITED**

### **DIRECTOR'S RESPONSIBILITIES STATEMENT**

**For the 52 weeks ended 28 April 2019**

The director is responsible for preparing the Director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 director is 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 director is 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 to enable him to ensure that the financial statements comply with the Companies Act 2006. He is 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 MEMBERS OF SPIRIT GROUP RETAIL LIMITED**

### **OPINION**

We have audited the financial statements of Spirit Group Retail Limited for the 52 weeks ended 28 April 2019 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and the related notes 1 to 16, 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 28 April 2019 and of its profit for the 52 weeks 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 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 director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the director has 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.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SPIRIT GROUP RETAIL LIMITED**

### **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 director's report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the director's 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 director's 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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to take advantage of the small companies' exemptions in preparing the director's report and from the requirement to prepare a strategic report.

### **RESPONSIBILITIES OF DIRECTORS**

As explained more fully in the director's responsibilities statement, set out on page 3, the director is 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 director 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 director is 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 director either intends 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.

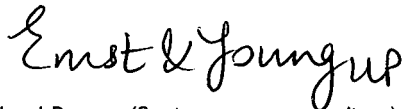
A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.



## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SPIRIT GROUP RETAIL LIMITED

### 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.



Lloyd Brown (Senior statutory auditor)

for and on behalf of  
Ernst & Young LLP, Statutory Auditor  
London, UK

Date: 13/11/2019

# SPIRIT GROUP RETAIL LIMITED

## STATEMENT OF COMPREHENSIVE INCOME For the 52 weeks ended 28 April 2019

|  |      | 52 weeks<br>ended<br>28 April<br>2019<br>£000 | 52 weeks<br>ended<br>29 April<br>2018<br>£000 |
|--|------|---|---|
|  | Note |   |   |
| Administrative expenses                |      | (1)   | -   |
| <b>Operating (loss)/profit</b>         |      | <b>(1)</b>                                    | <b>-</b>                                      |
| Interest receivable and similar income | 6    | 18  | 16  |
| <b>Profit before tax</b>               |      | <b>17</b>                                     | <b>16</b>                                     |
| Taxation                               | 7    | -   | -   |
| <b>Profit for the period</b>           |      | <b>17</b>                                     | <b>16</b>                                     |

There was no other comprehensive income for 2019 (2018: £nil).

The notes on pages 10 to 19 form part of these financial statements.

**SPIRIT GROUP RETAIL LIMITED**

Registered number:03794854

**BALANCE SHEET**

As at 28 April 2019

|   | Note | 28 April<br>2019<br>£000 | 29 April<br>2018<br>£000 |
|---|------|--------------------------|--------------------------|
| <b>Fixed assets</b>                                     |      |                          |                          |
| Investments   | 8    | -                        | -                        |
| <b>Current assets</b>                                   |      |                          |                          |
| Debtors: amounts falling due after more than one year   | 9    | 157                      | 141                      |
| Debtors: amounts falling due within one year            | 9    | 1,181,297                | 1,181,928                |
|   |      | <u>1,181,454</u>         | <u>1,182,069</u>         |
| Creditors: amounts falling due within one year          | 10   | (217,921)                | (216,921)                |
| <b>Net current assets</b>                               |      | <u>963,533</u>           | <u>965,148</u>           |
| <b>Total assets less current liabilities</b>            |      | <u>963,533</u>           | <u>965,148</u>           |
| Creditors: amounts falling due after more than one year | 11   | (1,000)                  | (1,000)                  |
| <b>Net assets</b>                                       |      | <u><u>962,533</u></u>    | <u><u>964,148</u></u>    |
| <b>Capital and reserves</b>                             |      |                          |                          |
| Called up share capital                                 | 12   | 1,052,050                | 1,052,050                |
| Capital redemption reserve                              | 13   | 8,350                    | 8,350                    |
| Profit and loss account                                 | 13   | (97,867)                 | (96,252)                 |
| <b>Equity</b>   |      | <u><u>962,533</u></u>    | <u><u>964,148</u></u>    |

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



**R. Smothers**

Director

Date: 6 NOVEMBER 2019

The notes on pages 10 to 19 form part of these financial statements.

**SPIRIT GROUP RETAIL LIMITED**

**STATEMENT OF CHANGES IN EQUITY**

For the 52 weeks ended 28 April 2019

|  | Called up<br>share capital<br>£000 | Capital<br>redemption<br>reserve<br>£000 | Profit and<br>loss account<br>£000 | Total equity<br>£000 |
|--|------------------------------------|--|------------------------------------|----------------------|
| <b>At 1 May 2017</b>                       | <b>1,052,050</b>                   | <b>8,350</b>                             | <b>(96,268)</b>                    | <b>964,132</b>       |
| Profit for the period                      | -                                  | -  | 16                                 | 16                   |
| <b>At 30 April 2018</b>                    | <b>1,052,050</b>                   | <b>8,350</b>                             | <b>(96,252)</b>                    | <b>964,148</b>       |
| Impact of change in accounting policy      | -                                  | -  | (1,632)                            | (1,632)              |
| <b>At 30 April 2018 (adjusted balance)</b> | <b>1,052,050</b>                   | <b>8,350</b>                             | <b>(97,884)</b>                    | <b>962,516</b>       |
| Profit for the period                      | -                                  | -  | 17                                 | 17                   |
| <b>At 28 April 2019</b>                    | <b>1,052,050</b>                   | <b>8,350</b>                             | <b>(97,867)</b>                    | <b>962,533</b>       |

The notes on pages 10 to 19 form part of these financial statements.

## **SPIRIT GROUP RETAIL LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

**For the 52 weeks ended 28 April 2019**

#### **1. GENERAL INFORMATION**

Spirit Group Retail Limited is a private company limited by shares incorporated and domiciled in England & Wales.

The company's financial statements are presented in Sterling and all values are rounded to the nearest thousand pounds (£000) except where indicated.

#### **2. ACCOUNTING POLICIES**

##### **2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 3).

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

The following principal accounting policies have been applied:

##### **2.2 Financial reporting standard 101 - reduced disclosure exemptions**

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- 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;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 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 and 18A 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

##### **2.3 Impact of new International Reporting Standards, amendments and interpretations**

###### **IFRS 9**

The company adopted IFRS 9 on 30 April 2018 prospectively, hence, the information presented for comparative periods has not been restated and is presented, as previously reported, under IAS 39.

###### **Classification and measurement**

The adoption of IFRS 9 has had no material impact on the measurement of financial assets and liabilities.

Amounts owed to the company from group undertakings were classified under loans and receivables under IAS 39 and are now held at amortised cost under IFRS 9.

# SPIRIT GROUP RETAIL LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 28 April 2019

### 2. ACCOUNTING POLICIES (CONTINUED)

#### 2.3 IMPACT OF NEW INTERNATIONAL REPORTING STANDARDS, AMENDMENTS AND INTERPRETATIONS (CONTINUED)

There is no impact from the change in classification in the company's financial statements and no tax impact from the adoption of IFRS 9.

##### Impairment of financial assets

IFRS 9 replaces the incurred loss model in IAS 39 with an expected credit loss (ECL) model. The new impairment model applies to the company's financial assets that are held at amortised cost.

Amounts due to the company from group undertakings are subject to IFRS 9's new ECL model. The amounts owed are not considered to have had a significant increase in risk and therefore a twelve month expected credit loss has been determined. Applying the ECL model resulted in the recognition of a loss allowance of £1,632,000 on 30 April 2018 (previous allowance was £nil) and a further increase in the allowance by £1,000 in the current reporting period.

##### IFRS 15

There have been no material impacts on the company's financial statements as a result of adopting IFRS 15 from 30 April 2018.

The following table summarises the impact of adopting new reporting standards on the company's financial statements.

##### Balance sheet (extract)

|                             | 29 April<br>2018<br>As originally<br>presented<br>£000 | IFRS 9<br>£000 | 29 April<br>2018<br>As adjusted<br>£000 |
|-----------------------------|--|----------------|---|
| <b>CURRENT ASSETS</b>       |  |                |   |
| Debtors                     | 1,182,069  | (1,632)        | 1,180,437                               |
| <b>CAPITAL AND RESERVES</b> |  |                |   |
| Profit and loss account     | <u>(96,252)</u>  | <u>(1,632)</u> | <u>(97,884)</u>                         |

## **SPIRIT GROUP RETAIL LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

**For the 52 weeks ended 28 April 2019**

## **2. ACCOUNTING POLICIES (CONTINUED)**

### **2.4 Going concern**

At the balance sheet date the company had net current assets (excluding debtors: amounts falling due after more than one year) of £963,376,000 and net assets of £962,533,000. After making enquiries the director has a reasonable expectation that the net assets of £962,533,000 are recoverable in full and that the company has adequate resources to continue in operational existence for the foreseeable future. The director is satisfied that the company is able to meet its liabilities as they fall due being a period of no less than 12 months from the date of approval of these financial statements and therefore continue to prepare the financial statements on a going concern basis.

### **2.5 Interest**

Interest costs are expensed to the income statement using the effective interest method. Interest income is recognised in the income statement using the effective interest method.

### **2.6 Taxation**

Tax is recognised in the Statement of comprehensive income, except that a charge 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.

### **2.7 Investments**

Investments held as fixed assets are shown at cost less provision for impairment.

### **2.8 Intercompany balances**

#### **Policy applicable from 30 April 2018**

Amounts owed by or to group undertakings are classified as short term assets or liabilities unless there is a formal loan arrangement in place that specifies repayment over a period longer than one year at the balance sheet date.

The company recognises a loss allowance for expected credit losses on amounts due from group undertakings. The methodology used to determine the amount of the expected credit loss is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset.

For those financial assets where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses are recognised. Interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset. For those financial assets where the credit risk has increased significantly (or determined to be credit impaired), lifetime expected credit losses are recognised. Interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset (or for credit impaired assets, to the net carrying amount of the financial asset).

#### **Policy applicable prior to 30 April 2018**

Amounts owed by or to group undertakings are classified as short term assets or liabilities unless there is a formal loan arrangement in place that specifies repayment over a period longer than one year at the balance sheet date. Impairments, if any, were recognised for incurred losses.

## **SPIRIT GROUP RETAIL LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS** **For the 52 weeks ended 28 April 2019**

#### **2. ACCOUNTING POLICIES (CONTINUED)**

##### **2.9 Intercompany subordinated loans**

Subordinated loans owed to group undertakings are initially recognised at fair value, net of issue costs. After initial recognition, the loans are measured at amortised cost using the effective interest method.

##### **2.10 Share capital treated as debt**

An equity instrument is a contract that evidences a residual interest in the assets of the entity after deducting all its liabilities. Accordingly, financial instruments issued by the company are presented as equity only to the extent that they meet the following two conditions:

- they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

Finance payments associated with financial instruments that are classified as equity are dealt with as appropriations in the reconciliation of movements in shareholder's funds. Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges.

#### **3. JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect reported amounts of assets and liabilities, income and expense. The company bases its estimates and judgments on historical experience and other factors deemed reasonable under the circumstances, including any expectations of future events. Actual results may differ from these estimates.

There are no estimates and judgments made in the company that are considered to be significant.

#### **4. STAFF COSTS**

The company has no employees (2018: none) and did not incur any staff costs during the period (2018: £nil).

The directors who held office during the period were also directors of fellow group undertakings. Total emoluments, including any company pension contributions, received by these directors totals £926,000 (2018: £770,000) paid by the ultimate parent company or other group companies. The directors do not believe that it is practicable to apportion this amount between qualifying services as directors to the company and to fellow group undertakings. The number of directors who received or exercised share options during the period was 1 (2018: 1).

#### **5. AUDITOR'S REMUNERATION**

The auditor's remuneration for the period of £1,000 (2018: £1,000) has been borne by another group company.

The company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the group financial statements of the ultimate parent company.



**SPIRIT GROUP RETAIL LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**  
For the 52 weeks ended 28 April 2019

**6. INTEREST RECEIVABLE**

|   | <b>52 weeks<br/>ended<br/>28 April<br/>2019<br/>£000</b> | <b>52 weeks<br/>ended<br/>29 April<br/>2018<br/>£000</b> |
|---|--|--|
| Interest receivable from group undertakings | <b>18</b>  | <b>16</b>  |

**7. TAXATION**

|                          | <b>52 weeks<br/>ended<br/>28 April<br/>2019<br/>£000</b> | <b>52 weeks<br/>ended<br/>29 April<br/>2018<br/>£000</b> |
|--------------------------|--|--|
| <b>TOTAL CURRENT TAX</b> | <b>-</b>   | <b>-</b>   |

**FACTORS AFFECTING TAXATION FOR THE PERIOD**

The tax assessed for the period is lower than (2018 -lower than) the standard rate of corporation tax in the UK of 19.0% (2018 -19.0%). The differences are explained below:

|   | <b>52 weeks<br/>ended<br/>28 April<br/>2019<br/>£000</b> | <b>52 weeks<br/>ended<br/>29 April<br/>2018<br/>£000</b> |
|---|--|--|
| Profit on ordinary activities before tax  | <b>17</b>  | <b>16</b>  |
| Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.0% (2018 -19.0%) | <b>3</b>   | <b>3</b>   |
| <b>EFFECTS OF:</b>  |  |  |
| Income not taxable  | <b>(3)</b>   | <b>(3)</b>   |
| <b>TOTAL TAX CHARGE FOR THE PERIOD</b>  | <b>-</b>   | <b>-</b>   |

# **SPIRIT GROUP RETAIL LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS** For the 52 weeks ended 28 April 2019

### **7. TAXATION (CONTINUED)**

#### **FACTORS THAT MAY AFFECT FUTURE TAX CHARGES**

The Finance (No.2) Act 2015 reduced the rate of corporation tax from 20% to 19% from 1 April 2017 and the Finance Act 2016 further reduced the rate to 17% from 1 April 2020. Both these rate reductions were substantively enacted at the balance sheet date and are therefore included in these accounts.

### **8. FIXED ASSET INVESTMENTS**

|                          | <b>Investments<br/>in subsidiary<br/>companies<br/>£000</b> |
|--------------------------|---|
| <b>COST OR VALUATION</b> |   |
| At 30 April 2018         | <b>109,948</b>  |
| At 28 April 2019         | <b>109,948</b>  |
| <b>IMPAIRMENT</b>        |   |
| At 30 April 2018         | <b>109,948</b>  |
| At 28 April 2019         | <b>109,948</b>  |
| <b>NET BOOK VALUE</b>    |   |
| At 28 April 2019         | <b>-</b>  |
| At 29 April 2018         | <b>-</b>  |

#### **SUBSIDIARY UNDERTAKING**

The following was a subsidiary undertaking of the company:

| <b>Name</b>                               | <b>Principal activity</b> | <b>Class of<br/>shares</b> | <b>Holding</b> |
|---|---------------------------|----------------------------|----------------|
| Spirit Group Retail (Northampton) Limited | Non trading               | Ordinary &<br>Preference   | 100%           |

The directors believe that the carrying value of the investment is supported by their underlying net assets.

Spirit Group Retail (Northampton) Limited is incorporated in England and Wales and its registered office is Westgate Brewery, Bury St Edmunds, Suffolk, IP33 1QT.

# **SPIRIT GROUP RETAIL LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS** For the 52 weeks ended 28 April 2019

### **9. DEBTORS**

|  | <b>28 April<br/>2019<br/>£000</b> | 29 April<br>2018<br>£000 |
|--|-----------------------------------|--------------------------|
|--|-----------------------------------|--------------------------|

#### **DUE AFTER MORE THAN ONE YEAR**

|   |            |     |
|---|------------|-----|
| Subordinated loans owed by group undertakings | <b>157</b> | 141 |
|---|------------|-----|

|  | <b>28 April<br/>2019<br/>£000</b> | 29 April<br>2018<br>£000 |
|--|-----------------------------------|--------------------------|
|--|-----------------------------------|--------------------------|

#### **DUE WITHIN ONE YEAR**

|                                    |                  |           |
|------------------------------------|------------------|-----------|
| Amounts owed by group undertakings | <b>1,181,297</b> | 1,181,928 |
|------------------------------------|------------------|-----------|

Subordinated loans owed by group undertakings due after more than one year is owed by Spirit Pub Company (Leased) Limited and is held at amortised cost. The carrying value of this loan, after applying the effective interest rate method is £157,000 (2018: £141,000). Repayment of this loan is only permissible following repayment of the secured loan notes that Spirit Pub Company (Leased) Limited holds with Spirit Issuer plc, a fellow group undertaking. At that time the amount repayable will be £1,000,000 (2018: £1,000,000). Expected credit losses of £1,000 (2018: £nil) have been recognised against the carrying value of the loan.

Amounts owed by group undertakings are unsecured, bear no interest, have no fixed date of repayment, are repayable on demand and held at amortised cost. Expected credit losses of £1,632,000 (2018: £nil) have been recognised against the carrying value.

The effect of initial adoption of IFRS 9 is described in note 2.3.

### **10. CREDITORS: Amounts falling due within one year**

|                                    | <b>28 April<br/>2019<br/>£000</b> | 29 April<br>2018<br>£000 |
|------------------------------------|-----------------------------------|--------------------------|
| Amounts owed to group undertakings | <b>217,921</b>                    | 216,921                  |

Amounts owed to group undertakings are unsecured, bear no interest, have no fixed date of repayment, are repayable on demand and held at amortised cost.

### **11. CREDITORS: Amounts falling due after more than one year**

|                               | <b>28 April<br/>2019<br/>£000</b> | 29 April<br>2018<br>£000 |
|-------------------------------|-----------------------------------|--------------------------|
| Share capital treated as debt | <b>1,000</b>                      | 1,000                    |

Disclosure of the terms and conditions attached to the non-equity shares is made in note 12.

# **SPIRIT GROUP RETAIL LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS** For the 52 weeks ended 28 April 2019

### **12. CALLED UP SHARE CAPITAL**

|   | 28 April<br>2019<br>£000 | 29 April<br>2018<br>£000 |
|---|--------------------------|--------------------------|
| <b>Shares classified as equity</b>                                  |                          |                          |
| <b>Allotted, called up and fully paid</b>                           |                          |                          |
| 26 (2018 -26) Ordinary B shares of £1.00 each                       | -                        | -                        |
| 400 (2018 -400) Ordinary C shares of £1.00 each                     | -                        | -                        |
| 1,052,049,832 (2018 -1,052,049,832) Ordinary D shares of £1.00 each | 1,052,050                | 1,052,050                |
|   | <u>1,052,050</u>         | <u>1,052,050</u>         |

#### **Ordinary B Shares**

The holders of these shares are not entitled to attend and vote at general meetings of the company unless a resolution is to be proposed which affects the rights of the ordinary B shares. The balance of the profits of the company available for distribution may be distributed by dividend among the holders of ordinary B, C and D shares pro rata to the amounts paid up or credited as paid up thereon. The holders of these shares have an option of requiring the company to allot all or any of the ordinary C shares to them at a subscription price equal to their nominal value. The allotment option is exercisable by a notice in writing to the company given at any time after the first issue of the preference shares.

#### **Ordinary C Shares**

The holders of these shares are entitled to attend and vote at general meetings of the company. The balance of the profits of the company available for distribution may be distributed by dividend among the holders of ordinary B, C, and D shares pro rata to the amounts paid up or credited as paid up thereon.

#### **Ordinary D shares**

The holders of these shares are entitled to attend and vote at general meetings of the company. The balance of the profits of the company available for distribution may be distributed by dividend among the holders of ordinary B, C and D shares pro rata to the amounts paid up or credited as paid up thereon.

|  | 28 April<br>2019<br>£000 | 29 April<br>2018<br>£000 |
|--|--------------------------|--------------------------|
| <b>Shares classified as debt</b>                                       |                          |                          |
| <b>Allotted, called up and fully paid</b>                              |                          |                          |
| 1,000,000 (2018 -1,000,000) Redeemable Preference shares of £1.00 each | 1,000                    | 1,000                    |
|  | <u>1,000</u>             | <u>1,000</u>             |

## **SPIRIT GROUP RETAIL LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

**For the 52 weeks ended 28 April 2019**

#### **12. CALLED UP SHARE CAPITAL (continued)**

##### **Additional Redeemable Preference Shares**

The company has authorised 1,000,000,000 additional redeemable preference shares of £1 each and issued 1,000,000 additional redeemable preference shares of £1 each, which are classified as liability rather than equity.

These shares confer on the holders priority, after holders of preference shares, in the payment of dividends and repayment of capital. The holders of these shares are entitled to be paid in respect of each financial year or other accounting period of the company a fixed cumulative preferential dividend at the rate of 4.375% per annum on the nominal capital for the time being paid up or credited as paid up thereon. On a return of capital on winding up or (other than on redemption of A or D ordinary shares) otherwise, the holders are entitled to a repayment of the amount paid up on their shares. The holders of additional preference shares are not normally entitled to vote at general meetings of the company unless the preference dividends are in arrears or if a resolution is to be proposed which affects the rights of preference shares. The company shall have the right to redeem at any time from the day following the issue of any preference shares. Spirit Retail Bidco Limited has waived its right to receive the cumulative preference dividend.

#### **13. RESERVES**

##### **Capital redemption reserve**

Capital redemption reserve arose from the purchase and cancellation of own share capital, and represents the nominal amount of the share capital cancelled.

##### **Profit and loss account**

Profit and loss account reserve represents accumulated retained earnings.

#### **14. RELATED PARTY TRANSACTIONS**

During the period the company entered into transactions, in the ordinary course of business, with other related parties. The company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with related parties that are wholly owned subsidiaries of the Greene King plc group. Amounts shown as owed to and by group subsidiaries are all held with fellow group undertakings. There were no transactions entered into during the financial year or trading balances outstanding at the balance sheet date with other related parties.

#### **15. POST BALANCE SHEET EVENTS**

On 19th August 2019, the boards of CK Noble (UK) Limited ("CK Bidco"), a wholly owned subsidiary of CK Asset Holdings Limited ("CKA"), a Cayman Islands company listed on the Hong Kong Stock Exchange and Greene King plc ("Greene King") reached agreement on the terms of a recommended cash offer by CK Bidco for the entire issued and to be issued share capital of Greene King, not already owned by or on behalf of the CKA group.

The Acquisition was implemented by way of a scheme of arrangement which took place on 30 October 2019, and on 31 October 2019 Greene King plc was re-registered as a private limited company with the name Greene King Limited.

## **SPIRIT GROUP RETAIL LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

**For the 52 weeks ended 28 April 2019**

#### **16. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY**

At the balance sheet date, the directors consider the immediate parent undertaking and immediate controlling party of Spirit Group Retail Limited to be Spirit Retail Bidco Limited, a company incorporated in England and Wales.

The ultimate parent undertaking and ultimate controlling party is Greene King plc, a company registered in England and Wales. On 31 October 2019 Greene King plc was re-registered as a private limited company with the name Greene King Limited.

Spirit Pubs Debenture Holdings Limited is the smallest group which includes the results of the company and for which group financial statements are prepared. Copies of its group financial statements are available from Westgate Brewery, Bury St Edmunds, Suffolk, IP33 1QT.

Greene King Limited is the largest group which includes the results of the company and for which group financial statements are prepared. Copies of its group financial statements are available from Westgate Brewery, Bury St Edmunds, Suffolk, IP33 1QT.