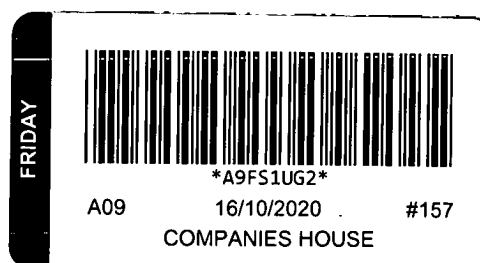


**SPIRIT MANAGED HOLDINGS LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**For the 52 weeks ended 26 April 2020**



## **SPIRIT MANAGED HOLDINGS LIMITED**

### **COMPANY INFORMATION**

<b>Director</b>	R Smothers
<b>Company secretary</b>	Mrs L A Keswick
<b>Registered number</b>	04271973
<b>Registered office</b>	Westgate Brewery Bury St Edmunds Suffolk IP33 1QT United Kingdom
<b>Auditor</b>	Ernst & Young LLP Statutory Auditor 1 More London Place London SE1 2AF

## **SPIRIT MANAGED HOLDINGS LIMITED**

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# **SPIRIT MANAGED HOLDINGS LIMITED**

## **STRATEGIC REPORT** **For the 52 weeks ended 26 April 2020**

### **Introduction**

The director presents their strategic report for the 52 weeks ended 26 April 2020.

### **Business Review**

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

The company did not trade during the period ended 26 April 2020. The director believes that the situation will not change in the foreseeable future.

On 19 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.

### **Principal risks and uncertainties**

As a 100% owned subsidiary of the Greene King Limited group, the principal risks and uncertainties faced by the company are consistent with those disclosed within the Greene King Limited financial statements for the 52 weeks ended 26 April 2020. The economic, financial, liquidity and interest rate risks are considered to be minimal on this entity due to the simple nature of its trade.

### **Financial key performance indicators**

The operations of Spirit Managed Holdings Limited are managed at a Greene King Limited group level and the directors therefore believe that disclosure of key performance indicators for the company are not appropriate to understand the performance or position of the business. The performance of Greene King Limited is discussed in the Greene King Limited annual report and financial statements which are publicly available.

### **Director's statement of compliance with duty to promote the success of the company**

Under section 172 of the Companies Act 2006 the directors of the company are required to act in a way which promotes the long-term success of the company and in doing so to consider the interests of the company's stakeholders. This section of the report is designed to set out how the directors have complied with their obligations in this regard.

The directors of the company have at all times during the year under review (and at all other times) acted in the way that they considered, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so had regard (amongst other matters) to:

- the likely consequences of any decision in the long term,
- the interests of the company's employees,
- the need to foster the company's business relationships with suppliers, customers and others,
- the impact of the company's operations on the community and the environment,
- the desirability of the company maintaining a reputation for high standards of business conduct, and
- the need to act fairly between members of the company.

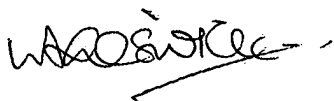
### **Engaging with stakeholders**

The company's principal activity is that of an investment holding company. The company is a wholly owned subsidiary of the Greene King Limited group which has control of the entity and therefore all decisions affecting the company are filtered down from group, based on the group-wide strategy. The director of the company is also a director of Greene King Limited group and therefore is aware of all decisions made at group-level, that will affect the company.

**SPIRIT MANAGED HOLDINGS LIMITED**

**STRATEGIC REPORT (CONTINUED)**  
For the 52 weeks ended 26 April 2020

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

A handwritten signature in black ink, appearing to read 'L A Keswick', with a long horizontal stroke extending to the right.

**Mrs L A Keswick**  
Secretary  
Date: 13 October 2020

## **SPIRIT MANAGED HOLDINGS LIMITED**

### **DIRECTOR'S REPORT** **For the 52 weeks ended 26 April 2020**

The director presents his report and the financial statements for the 52 weeks ended 26 April 2020.

#### **Results and dividends**

The loss for the 52 weeks, after taxation, amounted to £19,953,000 (2019: loss £17,863,000).

No dividends were paid or proposed during the period (2019: £nil).

#### **Going concern**

Greene King Limited has agreed to provide continuing financial support to enable the company to meet its obligations as and when they fall due for a minimum period of at least 12 months from the date of these financial statements.

The directors of Greene King Limited have assessed the potential impact of the COVID-19 pandemic as part of their going concern assessment of the Greene King Limited group. In doing so, the Greene King Limited directors have modelled a worst-case scenario that assumes the group's pubs were asked to close for the entire 12 month going concern period. Under this worst-case basis, the Greene King Limited group is forecast to continue to have access to sufficient cash funds to be in operational existence for a period of at least 12 months from the date of the financial statements. In forming this conclusion, the directors have made a significant judgement in respect of the continued availability of its long-term asset-backed financing vehicles in the knowledge that it could be reliant upon continued waiver or non-recall of debt in response to breached debt covenants in the going concern period.

The directors of Greene King Limited have a reasonable expectation that the group has adequate resources to continue in operational existence for at least the next 12 months from the date of the approval of the financial statements. However, the directors of Greene King Limited concluded that this significant judgement represents a material uncertainty that may cast significant doubt on the group's ability to continue as a going concern.

The directors of the company have made appropriate enquiries of the directors of Greene King Limited to confirm that they are satisfied that the financial support will be available and accordingly continue to prepare the financial statements on a going concern basis. However, given the material uncertainty disclosed in Greene King Limited financial statements as noted above, the directors of the company have also concluded there is a material uncertainty that may cast significant doubt on the company's ability to continue as a going concern.

The directors continue to prepare the financial statements on a going concern basis and as a result do not include any adjustments to the carrying amount or classification of assets and liabilities that would result if the company were unable to continue as a going concern.

#### **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 shares held by the director in the capital of Greene King Limited were sold to CK Noble (UK) Limited as part of the acquisition of the company.

#### **Future developments**

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

#### **Directors' and officers' indemnity insurance**

Greene King Limited group ("the group") has taken out insurance to indemnify the director of the Company against third party proceedings whilst serving on the board of the Company and of any subsidiary. This cover indemnifies all employees of the group who serve on the boards of all subsidiaries. These indemnity policies subsisted throughout the year and remain in place at the date of this report.

**SPIRIT MANAGED HOLDINGS LIMITED**

**DIRECTOR'S REPORT (CONTINUED)**

**For the 52 weeks ended 26 April 2020**

**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.

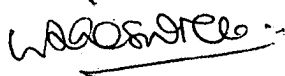
**Post balance sheet events**

There are no post balance sheet events requiring disclosure in the financial statements.

**Auditor**

Ernst & Young LLP will be resigning as auditor of the company following completion of these financial statements. The company proposes to appoint Deloitte LLP to audit the next financial statements of the company, which will be for the period to 3 January 2021, as the company will be aligning its financial year end to that used by the remainder of the CKA group.

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



**Mrs L A Keswick**  
Secretary  
Date: 13 October 2020

## **SPIRIT MANAGED HOLDINGS LIMITED**

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

**For the 52 weeks ended 26 April 2020**

The director is responsible for preparing the strategic report, 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 including FRS 101 'Reduced Disclosure Framework' 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 MANAGED HOLDINGS LIMITED**

### **OPINION**

We have audited the financial statements of Spirit Managed Holdings Limited for the 52 weeks ended 26 April 2020 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and the related notes 1 to 17, 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 26 April 2020 and of its loss 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.

### **MATERIAL UNCERTAINTY RELATED TO GOING CONCERN**

We draw attention to Note 2.4 in the financial statements, which describes the reliance of the company on a letter of support from the parent company, Greene King Limited, which discloses that a material uncertainty exists relating to the continued availability of both long-term asset-backed financing vehicles in the knowledge that this could be reliant upon continued waiver of debt covenants which are forecast to be breached.

As stated in Note 2.4, these events or conditions, indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### **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 MANAGED HOLDINGS 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 strategic report and the director's report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and 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 strategic report or 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.

### **RESPONSIBILITIES OF DIRECTORS**

As explained more fully in the director's responsibilities statement, set out on page 5, 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**

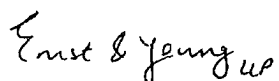
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee 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 MANAGED HOLDINGS 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.

The logo for Ernst & Young, featuring the company name in a stylized, handwritten-style script.

Lloyd Brown (Senior statutory auditor)

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

Date: 13 Oct 2020

**SPIRIT MANAGED HOLDINGS LIMITED**

**STATEMENT OF COMPREHENSIVE INCOME**  
For the 52 weeks ended 26 April 2020

		52 weeks ended 26 April 2020 £000	52 weeks ended 28 April 2019 £000
	Note		
Net impairment losses on financial assets	6	(3)	-
<b>Operating (loss)/profit</b>		<u>(3)</u>	<u>-</u>
Interest payable and similar charges	7	(19,950)	(17,863)
<b>Loss before taxation</b>		<u>(19,953)</u>	<u>(17,863)</u>
Taxation	8	-	-
<b>Loss for the period</b>		<u><u>(19,953)</u></u>	<u><u>(17,863)</u></u>

There was no other comprehensive income for 2020 (2019: £nil).

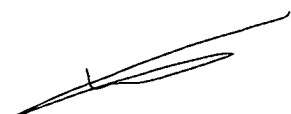
The notes on pages 12 to 21 form part of these financial statements.

**SPIRIT MANAGED HOLDINGS LIMITED**  
Registered number:04271973

**BALANCE SHEET**  
As at 26 April 2020

	Note	26 April 2020 £000	28 April 2019 £000
<b>Fixed assets</b>			
Investments	9	242,022	242,022
<b>Current assets</b>			
Debtors: amounts falling due within one year	10	5,346	5,349
Creditors: amounts falling due within one year	11	(120,779)	(100,829)
<b>Net current liabilities</b>		<u>(115,433)</u>	<u>(95,480)</u>
<b>Net assets</b>		<u>126,589</u>	<u>146,542</u>
<b>Capital and reserves</b>			
Called up share capital	13	193,341	193,341
Share premium account	14	231,340	231,340
Capital redemption reserve	14	2,000	2,000
Profit and loss account	14	(300,092)	(280,139)
<b>Equity</b>		<u>126,589</u>	<u>146,542</u>

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



**R Smothers**

Director

Date: 13 October 2020

The notes on pages 12 to 21 form part of these financial statements.

**SPIRIT MANAGED HOLDINGS LIMITED**

**STATEMENT OF CHANGES IN EQUITY**  
For the 52 weeks ended 26 April 2020

	Called up share capital £000	Share premium account £000	Capital redemption reserve £000	Profit and loss account £000	Total equity £000
At 30 April 2018	193,341	231,340	2,000	(262,269)	164,412
Impact of change in accounting policy	-	-	-	(7)	(7)
<b>At 30 April 2018 (adjusted balance)</b>	<b>193,341</b>	<b>231,340</b>	<b>2,000</b>	<b>(262,276)</b>	<b>164,405</b>
Loss for the period	-	-	-	(17,863)	(17,863)
At 29 April 2019	193,341	231,340	2,000	(280,139)	146,542
Loss for the period	-	-	-	(19,953)	(19,953)
<b>At 26 April 2020</b>	<b>193,341</b>	<b>231,340</b>	<b>2,000</b>	<b>(300,092)</b>	<b>126,589</b>

The notes on pages 12 to 21 form part of these financial statements.

## **SPIRIT MANAGED HOLDINGS LIMITED**

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

**For the 52 weeks ended 26 April 2020**

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

Spirit Managed Holdings 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 applicable accounting standards.

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 16**

There have been no material impacts on the company's financial statements as a result of adopting IFRS 16 from 29 April 2019.

## **SPIRIT MANAGED HOLDINGS LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS** **For the 52 weeks ended 26 April 2020**

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

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

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

The company adopted IFRS 9 on 30 April 2018 prospectively. IFRS 9 replaced 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. The ECL model resulted in the recognition of a loss allowance of £7,000 on 30 April 2018.

###### **2.4 Going concern**

Greene King Limited has agreed to provide continuing financial support to enable the company to meet its obligations as and when they fall due for a minimum period of at least 12 months from the date of these financial statements.

The directors of Greene King Limited have assessed the potential impact of the COVID-19 pandemic as part of their going concern assessment of the Greene King Limited group. In doing so, the Greene King Limited directors have modelled a worst-case scenario that assumes the group's pubs were asked to close for the entire 12 month going concern period. Under this worst-case basis, the Greene King Limited group is forecast to continue to have access to sufficient cash funds to be in operational existence for a period of at least 12 months from the date of the financial statements. In forming this conclusion, the directors have made a significant judgement in respect of the continued availability of its long-term asset-backed financing vehicles in the knowledge that it could be reliant upon continued waiver or non-recall of debt in response to breached debt covenants in the going concern period.

The directors of Greene King Limited have a reasonable expectation that the group has adequate resources to continue in operational existence for at least the next 12 months from the date of the approval of the financial statements. However, the directors of Greene King Limited concluded that this significant judgement represents a material uncertainty that may cast significant doubt on the group's ability to continue as a going concern.

The directors of the company have made appropriate enquiries of the directors of Greene King Limited to confirm that they are satisfied that the financial support will be available and accordingly continue to prepare the financial statements on a going concern basis. However, given the material uncertainty disclosed in Greene King Limited financial statements as noted above, the directors of the company have also concluded there is a material uncertainty that may cast significant doubt on the company's ability to continue as a going concern.

The directors continue to prepare the financial statements on a going concern basis and as a result do not include any adjustments to the carrying amount or classification of assets and liabilities that would result if the company were unable to continue as a going concern.

###### **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.



## **SPIRIT MANAGED HOLDINGS LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS** **For the 52 weeks ended 26 April 2020**

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

##### **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**

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).

## **SPIRIT MANAGED HOLDINGS LIMITED**

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

**For the 52 weeks ended 26 April 2020**

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

##### **Significant accounting judgments**

###### **Financial assets**

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

A review was carried out on amounts owed by group undertakings for an indication of a significant increase in credit risk. The main criteria used was to compare the risk of default occurring over the expected life of the instrument at the reporting date with the risk of default at the date of initial recognition. This review concluded that given Greene King Limited group liquidity remained strong and this company has financial support from the group, a 12-month ECL remained applicable.

##### **Significant accounting estimates**

In the course of preparing the financial statements, the key estimate made in the process of applying the company's accounting policies is detailed below:

###### **COVID-19**

As a result of the COVID-19 impact, management have applied estimates within the expected credit loss calculation on amounts owed by group undertakings, see notes 10 and 12 for further details.

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

The company has no employees and did not incur any staff costs during the period (2019: £nil).

The director who held office during the period was also a director of fellow group undertakings. Total emoluments, including any company pension contributions, received by this director totals £517,000 (2019: £926,000) paid by the ultimate parent company or other group companies. The director does not believe that it is practicable to apportion this amount between qualifying services as a director to the company and to fellow group undertakings. The number of directors who received or exercised share options in a fellow group company during the period was 1 (2019: 1).

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

The auditor's remuneration for the period of £1,500 (2019: £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 MANAGED HOLDINGS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

For the 52 weeks ended 26 April 2020

**6. OPERATING LOSS**

The operating loss is stated after charging:

	52 weeks ended 26 April 2020 £000	52 weeks ended 28 April 2019 £000
Net impairment losses on financial assets	3	-
	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>

**7. INTEREST PAYABLE AND SIMILAR CHARGES**

	52 weeks ended 26 April 2020 £000	52 weeks ended 28 April 2019 £000
Interest payable to group undertakings	19,950	17,863
	<u>19,950</u>	<u>17,863</u>

**8. TAXATION**

	52 weeks ended 26 April 2020 £000	52 weeks ended 28 April 2019 £000
<b>TOTAL CURRENT TAX</b>	<u>-</u>	<u>-</u>

# **SPIRIT MANAGED HOLDINGS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

For the 52 weeks ended 26 April 2020

### **8. TAXATION (CONTINUED)**

#### **FACTORS AFFECTING TAXATION FOR THE PERIOD**

The tax assessed for the period is higher than (2019: higher than) the standard rate of corporation tax in the UK of 19.0% (2019: 19.0%). The differences are explained below:

	<b>52 weeks ended 26 April 2020 £000</b>	<b>52 weeks ended 28 April 2019 £000</b>
Profit on ordinary activities before tax	<b>(19,953)</b>	<b>(17,863)</b>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.0% (2019: 19.0%)	<b>(3,791)</b>	<b>(3,394)</b>
<b>EFFECTS OF:</b>		
Expenses not deductible for tax purposes	<b>1,615</b>	<b>-</b>
Group relief for nil consideration	<b>2,176</b>	<b>3,394</b>
<b>TOTAL TAXATION CHARGE FOR THE PERIOD</b>	<b>-</b>	<b>-</b>

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

The planned reduction in the rate of corporation tax from 19% to 17% was reversed by order of a "Way of means" motion on 17 March 2020, such motions having statutory effect under the Provisional Collection of Taxes 1968. Therefore, the enacted rate at the balance sheet date remains at 19% and is therefore included in these accounts.

### **9. FIXED ASSET INVESTMENTS**

	<b>Investments in subsidiary companies £000</b>
<b>COST OR VALUATION</b>	
At 29 April 2019	<b>242,022</b>
At 26 April 2020	<b>242,022</b>
<b>NET BOOK VALUE</b>	
At 26 April 2020	<b>242,022</b>
At 28 April 2019	<b>242,022</b>

# **SPIRIT MANAGED HOLDINGS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

For the 52 weeks ended 26 April 2020

### **9. FIXED ASSET INVESTMENTS (CONTINUED)**

#### **SUBSIDIARY UNDERTAKINGS**

The following were directly and indirectly held subsidiary undertakings of the company:

Name	Principal activity	Class of shares	Holding
Spirit Group Equity Limited	Holding Company	Ordinary	100%
Spirit Group Pension Trustee Limited	In MVL	Ordinary	100%
Spirit (PSC) Limited	In MVL	Ordinary	100%
Spirit Acquisition Properties Limited	In MVL	Ordinary	100%
Tom Cobleigh Holdings	In MVL	Ordinary	100%
Tom Cobleigh Group Limited	In MVL	Ordinary	100%
Spirit Financial Holdings Limited	Holding company	Ordinary	100%
Spirit Finco Limited	Non trading	Ordinary	100%
Spirit Parent Limited	Holding company	Ordinary	100%
Spirit Pub Company (Investments) Limited	Financing	Ordinary	100%
Spirit Funding Limited	Non trading	Ordinary	100%
Spirit Managed Inns Limited	Non trading	Ordinary	100%
Spirit Pub Debenture Holdings Limited	Holding company	Ordinary	100%
Spirit Pubs Parent Limited	Holding company	Ordinary	100%
Spirit Pub Company (Managed) Limited	Pub retailing	Ordinary	100%
Spirit Pub Company (Leased) Limited	Leasing of public houses	Ordinary	100%
Spirit (SGL) Limited	Holding company	Ordinary	100%
Tom Cobleigh Limited	Holding company	Ordinary	100%
The Nice Pub Company Limited	In MVL	Ordinary	100%
Spirit (AKE Holdings) Limited	Holding company	Ordinary	100%
Allied Kunick Entertainments Limited	Property	Ordinary	100%
Spirit (Faith) Limited	Property	Ordinary	100%
Spirit Retail Bidco Limited	Holding company	Ordinary	100%
Spirit Group Retail Pensions Limited	In MVL	Ordinary	100%
Spirit Group Retail Limited	Holding company	Ordinary; Additional Redeemable Preference Shares	100%
Spirit Group Retail (Northampton) Limited	In MVL	Ordinary; Preference Shares	100%
Cleveland Place Holdings Limited	Holding company	Ordinary	100%
Huggins and Company Limited	In MVL	Ordinary	100%
The Chef & Brewer Group Limited	Holding company	Ordinary	100%
Chef & Brewer Limited	In MVL	Ordinary	100%
City Limits Limited	In MVL	Ordinary	100%
Open House Limited	In MVL	Ordinary	100%
R.V. Goodhew Limited	Non trading	Ordinary; Deferred Ordinary	100%
Springtarn Limited	In MVL	Ordinary	100%
Spirit Group Retail (South) Limited	In MVL	Ordinary	100%
Whitegate Taverns Limited	In MVL	Ordinary	100%
Narnain	Holding company	Ordinary	100%
Dearg Limited	Holding company	Ordinary	100%
CPH Palladium Limited	Holding company	Ordinary	100%
Freshwild Limited	Holding company	Ordinary	100%
Mountloop Limited	Non trading	Ordinary	100%

## SPIRIT MANAGED HOLDINGS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 26 April 2020

#### 9. FIXED ASSET INVESTMENTS (CONTINUED)

##### SUBSIDIARY UNDERTAKINGS (CONTINUED)

Name	Principal activity	Class of shares	Holding
Aspect Ventures Limited	In MVL	Ordinary	100%
AVL (Pubs) No.1 Limited	In MVL	Ordinary	100%
AVL (Pubs) No.2 Limited	In MVL	Ordinary	100%

Member voluntary liquidation "MVL"

The director believes that the carrying value of the investments is supported by their underlying net assets.

All directly and indirectly held subsidiary undertakings, with the exception of Spirit Funding Limited and Spirit Finco Limited, are incorporated in England and Wales and their registered office is Westgate Brewery, Bury St Edmunds, Suffolk, IP33 1QT.

Spirit Funding Limited and Spirit Finco Limited are incorporated in the Cayman Islands and their registered office is PO Box 309, Ugland House, Grand Cayman, KY1-1004.

Following a receipt of dividends, certain investments in subsidiary companies have been impaired and subsequently disposed of as the subsidiary companies were put in MVL.

#### 10. DEBTORS: Amounts falling due within one year

	26 April 2020 £000	28 April 2019 £000
Amounts owed by group undertakings	<u>5,346</u>	<u>5,349</u>

Amounts owed by group undertakings are unsecured, bear no interest, have no fixed date of repayment and are repayable on demand. Expected credit losses of £10,000 (2019: £7,000) have been recognised against the carrying value.

# **SPIRIT MANAGED HOLDINGS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

**For the 52 weeks ended 26 April 2020**

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

	<b>26 April 2020 £000</b>	28 April 2019 £000
Amounts owed to group undertakings	<b>120,779</b>	100,829
	<u><b>120,779</b></u>	<u>100,829</u>

Included within amounts owed to group undertakings is a loan from the immediate parent company, Spirit Group Parent Limited, of £120,000,000 (2019: £100,051,000). Interest accrues at 20% per annum and is capitalised annually on 3 November in arrears.

Other amounts owed to group undertakings are unsecured, bear no interest, have no fixed date of repayment and are repayable on demand.

### **12. FINANCIAL INSTRUMENTS**

	<b>26 April 2020 £000</b>	28 April 2019 £000
<b>FINANCIAL ASSETS</b>		
Financial assets that are debt instruments measured at amortised cost	<u><b>5,346</b></u>	<u>5,349</u>
<b>FINANCIAL LIABILITIES</b>		
Financial liabilities measured at amortised cost	<u><b>(120,779)</b></u>	<u>(100,829)</u>

Financial assets that are debt instruments measured at amortised cost comprise amounts owed by group undertakings.

Financial liabilities measured at amortised cost comprise amounts owed to group undertakings.

#### **Impairment**

The company has assessed the credit risk on the intercompany loans and have concluded that there has not been an increase in credit risk since initial recognition, therefore a 12-month expected credit loss has been calculated.

As a result of COVID-19, the probability of default (PD) being the likelihood of a default happening over the whole life of the loan, was increased based on an external study on the impact of the pandemic on credit risk.

The loss allowance for the amounts owed by group undertakings increased by £3,000 to the closing loss allowance of £10,000 as at 26 April 2020.

## SPIRIT MANAGED HOLDINGS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS For the 52 weeks ended 26 April 2020

#### 13. CALLED UP SHARE CAPITAL

	26 April 2020 £	28 April 2019 £
<b>Allotted, called up and fully paid</b>		
193,340,596 (2019: 193,340,596) Ordinary shares of £1.00 each	<b>193,340,596</b>	<b>193,340,596</b>

#### 14. RESERVES

##### Share premium account

Share premium represents the excess of proceeds received over the nominal value of new shares issued.

##### 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.

#### 15. 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 Limited group. Amounts shown as owed to and by group subsidiaries are all held with other 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.

#### 16. POST BALANCE SHEET EVENTS

There are no post balance sheet events requiring disclosure in the financial statements.

#### 17. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

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

The ultimate parent undertaking and ultimate controlling party is CK Asset Holdings Limited, a company registered in the Cayman Islands and Hong Kong, with its shares listed on the Main Board of the Hong Kong Stock Exchange.

Greene King Limited is the smallest 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.

CK Asset Holdings 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 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong.