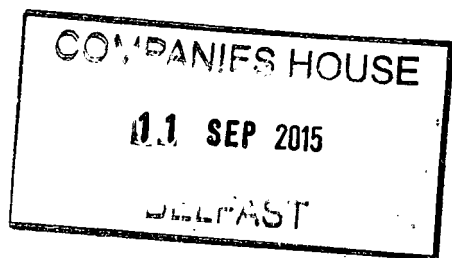


Pan European Restaurants Limited

Report and Financial Statements

31 December 2014



JNI *J4FPKT16* 11/09/2015 #16
COMPANIES HOUSE

Directors

Z Godik

G Mann

Secretary

G Mann

Auditors

Ernst & Young LLP

Bedford House

16 Bedford Street

Belfast

Northern Ireland BT2 7DT

Bankers

Royal Bank of Scotland

London EC2R 8LA

Solicitors

Travers Smith

10 Snow Hill

London EC1A 2AL

Registered Office

Fourth Floor, 7-9 Swallow Street

London W1B 4DE

Registered No. 4278268

Directors' report

The directors present their report and the financial statements for the year ended 31 December 2014.

Results and dividends

The profit for the year after taxation amounted to £nil (2013 – profit of £nil). The directors do not recommend a final dividend (2013 – £nil).

Directors

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

Z Godik
G Mann

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

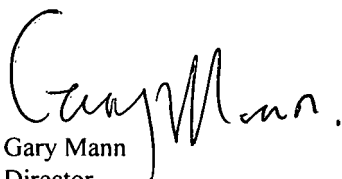
Small company exemptions

This report has been prepared in accordance with the special provisions applicable to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

On behalf of the Board



Gary Mann
Director

Date: 24th April 2015

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

Independent auditors' report

to the members of Pan European Restaurants Limited

We have audited the financial statements of Pan European Restaurants Limited for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 8. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 2014 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 for which the financial statements are prepared is consistent with the financial statements.

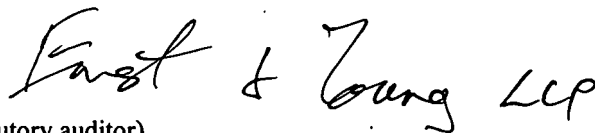
Independent auditors' report

to the members of Pan European Restaurants Limited

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.



Keith M Jess (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Belfast

Date: 29th April 2015

Profit and loss account

for the year ended 31 December 2014

The company has not traded during the year or the preceding financial year. During these periods, the company received no income and incurred no expenditure and therefore made neither profit or loss.

Registered No. 4278268

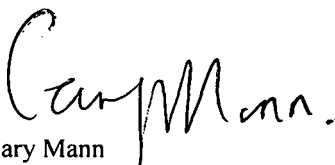
Balance sheet

at 31 December 2014

	Notes	2014 £	2013 £
Fixed assets			
Investments	2	13,186,419	13,186,419
Creditors: amounts falling due within one year	3	(12,411,439)	(12,411,439)
Net Assets		<u>774,980</u>	<u>774,980</u>
Capital and reserves			
Called up share capital	4	1,065,403	1,065,403
Profit and loss account		<u>(290,423)</u>	<u>(290,423)</u>
Shareholders' funds	5	<u>774,980</u>	<u>774,980</u>

Small company exemptions

The financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within part 15 of the Companies Act 2006.



Gary Mann

Director

Date: 24th April 2015

Notes to the financial statements

at 31 December 2014

1. Accounting policies

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

Group financial statements

The company is exempt from preparing group financial statements under section 400 of the Companies Act 2006.

Statement of cash flows

The company, being a wholly owned subsidiary controlled within the group whose financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

Investments

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

2. Investments

*Investments
in subsidiary
companies
£*

Cost:

At 31 December 2013 and 31 December 2014

13,186,419

Net book value:

At 31 December 2013 and 31 December 2014

13,186,419

Notes to the financial statements

at 31 December 2014

2. Investments (continued)

Principal subsidiaries

The following were subsidiary undertakings of the company:

<i>Name of company</i>	<i>Country</i>	<i>Holding</i>	<i>Proportion of voting rights and shares held</i>	<i>Nature of business</i>
Gauche Grill Limited	England	Ordinary shares	100%	Intermediate holding co
Gauche Nomco No 1 Limited*	England	Ordinary shares	100%*	Intermediate holding co
Gauche Nomco No 2 Limited*	England	Ordinary shares	100%*	Intermediate holding co
Gauche ME International Limited*	UAE	Ordinary shares	100%*	Intermediate holding co
Gauche Lebanon SARL*	Lebanon	Ordinary shares	100%*	Restaurant operator
Gioma (UK) Limited*	England	Ordinary shares	100%*	Restaurant operator
Lundi Finance BV*	Netherlands	Ordinary shares	100%*	Restaurant operator
CAU Restaurants Limited*	England	Ordinary shares	100%*	Restaurant operator
Gauche (Dubai) LLC*	UAE	Ordinary shares	100%*	Restaurant operator
Thelonious SA*	Argentina	Ordinary shares	50%	Restaurant operator

* shares held by a subsidiary undertaking.

3. Creditors: amounts falling due within one year

	<i>2014</i>	<i>2013</i>
	<i>£</i>	<i>£</i>
Amounts owed to group undertakings	<u>12,411,439</u>	<u>12,411,439</u>

4. Issued share capital

		<i>2014</i>		<i>2013</i>
<i>Allotted, called up and fully paid</i>	<i>No.</i>	<i>£</i>	<i>No.</i>	<i>£</i>
Ordinary shares of £1 each	1,065,403	<u>1,065,403</u>	1,065,403	<u>1,065,403</u>

Notes to the financial statements

at 31 December 2014

5. Reconciliation of shareholders' funds and movements on reserves

	2014	2013
	£	£
Shareholders' funds at 31 December 2014 and 31 December 2013	<u>774,980</u>	<u>774,980</u>

6. Related party transactions

The company has taken advantage of the exemption granted by paragraph 3(c) of the FRS 8 not to disclose related party transactions with wholly owned group companies.

7. Ultimate parent undertaking and controlling party

The immediate parent undertaking is Inhoco 4065 Limited, a company incorporated in England and Wales.

The ultimate parent undertaking and controlling entity is Gaucho Holdings Limited, a company incorporated in England and Wales.

Copies of the financial statements of Gaucho Holdings Limited are available from the company's registered office, Fourth Floor 7-9 Swallow Street, London, W1B 4DE.

8. Guarantees

The company has provided to Lloyds TSB Bank Plc and Royal Bank of Scotland Plc a debenture and guarantee for bank borrowings advanced to Gaucho Acquisitions Limited.