

Company Registration No. 04424299

Molton Brown Spas Limited

Report and financial statements

Year ended 31 December 2010

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Molton Brown Spas Limited

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Molton Brown Spas Limited

Officers and professional advisors

Directors

M Natsusaka
T Saito

Secretary

H Thomas

Auditor

Deloitte LLP
Chartered Accountants and Statutory Auditor
Cambridge

Registered office

The Terrace
28 Jamestown Road
London
NW1 7AP

Molton Brown Spas Limited

Directors' report

The directors present their annual report on the affairs of the Company, together with the financial statements and auditor's report, for the year ended 31 December 2010

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption

Principal activity

The principal activity of the Company is to hold the lease for a retail outlet and shall remain as such for the foreseeable future

As a consequence of being struck off the Register of Companies the Company was dissolved on 8 December 2009. It was later identified that Molton Brown Spas Limited has a lease for a retail outlet. An application was made to the court for the restoration of the Company to the Register and the Company was restored to the Register of Companies on the 19 January 2011.

Molton Brown Limited, the immediate parent Company, makes use of the property which is the subject of the lease. Molton Brown Limited therefore pays the rent obligations relating to this lease in full, direct to the landlord, consistent with the treatment in previous years. Molton Brown Limited does not request and will not request in the foreseeable future, recompense for these payments from the Company.

Due to this arrangement, Molton Brown Spas Limited does not recognise a liability since no invoices are received by the Company, and no cash payments are made.

Management expects this arrangement to continue for at least the foreseeable future, and as such, is satisfied with the continued preparation of the financial statements on the going concern basis.

Directors

The directors, who served during the year and subsequently, unless otherwise stated, were as follows:

S Halton (resigned 21 May 2010)

M Natusaka (appointed 21 May 2010)

T Saito (appointed 21 May 2010)

Political and charitable contributions

During the year and prior year the Company did not make any charitable or political donations.

Directors' indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Molton Brown Spas Limited

Directors' report (continued)

Auditor

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

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

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements are being made for them to be deemed reappointed as auditor in the absence of an Annual General Meeting

Approved by the Board and signed on its behalf by

M Natsusaka
Director
3 March 2011



Molton Brown Spas Limited

Directors' responsibilities statement

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 judgements and accounting 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 auditor's report to the members of Molton Brown Spas Limited

We have audited the financial statements of Molton Brown Spas Limited for the year ended 31 December 2010 which comprise of the balance sheet and the related notes 1 to 7. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (Effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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, 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.

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 2010 and of its result for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, 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 auditor's report to the members of
Molton Brown Spas Limited
(continued)**

Matters on which we are required to report by exception

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

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



Richard Knights (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Cambridge, United Kingdom

18. 3. 2011

Molton Brown Spas Limited

Balance sheet 31 December 2010

	Notes	2010 £	2009 £
Total assets less current liabilities		<u>-</u>	<u>-</u>
Capital and reserves			
Called up share capital	4	2	2
Capital contribution reserve	5	314,443	314,443
Profit and loss account	5	<u>(314,445)</u>	<u>(314,445)</u>
Shareholders' funds		<u>-</u>	<u>-</u>

There were no gains or losses in the current or preceding year. Therefore a profit and loss account and a statement of total recognised gains and losses has not been included in the financial statements.

These financial statements have been prepared in accordance with the special provisions applicable to companies subject to the small companies regime and with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements of Molton Brown Spas Limited (registered number 04424299) were approved by the board of directors and authorised for issue on 3 March 2011. They were signed on its behalf by

M Natsusaka
Director

M Natsusaka, 3 March, 2011

Molton Brown Spas Limited

Notes to the financial statements

at 31 December 2010

1 Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

Basis of accounting

These financial statements have been prepared in accordance with the special provisions applicable to companies subject to the small companies regime and the Financial Reporting Standard for Smaller Entities (effective April 2008) ('FRSSE').

It has recently been identified that Molton Brown Spas Limited has a lease for a retail outlet. The Company's immediate parent, Molton Brown Limited, makes use of the lease held by Molton Brown Spas Limited and pays the rent obligations. There is no impact to the profit and loss account for this transaction on the Company as the Company is an agent only.

Cashflow Statement

The company has taken advantage of the exemption under Financial Reporting Standard 1 (Revised) and has not prepared a cash flow statement because the ultimate parent undertaking prepares publicly available consolidated financial statements which include the Company.

Going concern

Molton Brown Limited, the immediate parent Company, makes use of the property which is the subject of the lease. Molton Brown Limited therefore pays the rent obligations relating to this lease in full, direct to the landlord, consistent with the treatment in previous years. Molton Brown Limited does not request and will not request in the foreseeable future, recompense for these payments from the Company.

Due to this arrangement, Molton Brown Spas Limited does not recognise a liability since no invoices are received by the Company, and no cash payments are made.

Management expects this arrangement to continue for at least the foreseeable future, and as such, is satisfied with the continued preparation of the financial statements on the going concern basis.

2 Information regarding directors

None of the directors of the Company received emoluments in the year (2009: £nil) for their services to this Company.

3 Operating profit

The fees payable for the Company's audit (2010: £3,550, 2009: £6,250) are borne by the Company's immediate parent company.

Molton Brown Spas Limited

Notes to the financial statements at 31 December 2010

4 Called up share capital

	2010 £	2009 £
Allotted, called up, and fully paid:		
2 Ordinary shares of £1 each	2	2

5 Reconciliation of shareholders' funds and movement on reserves

	Share capital £	Capital contribution reserve £	Profit and loss account £	Total £
At 1 January 2009	2	-	(314,445)	(314,443)
Capital contribution	-	314,443	-	314,443
At 31 December 2009 and 31 December 2010	2	314,443	(314,445)	-

During 2009 the Company's immediate parent, Molton Brown Limited converted its debt due from the Company of £314,443 into a capital contribution

6 Financial commitments

At 31 December 2010 the Company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings 2010 £	Land and buildings 2009 £
Expiry date		
In over five years	40,000	40,000

The above commitment relates to the lease of one retail outlet. The retail outlet is used by the Company's immediate parent, Molton Brown Limited. There is no lease expense in the profit and loss account for Molton Brown Spas Limited as all lease obligations are paid directly by Molton Brown Limited for whom Molton Brown Spas Limited acts as an agent.

Molton Brown Spas Limited

Notes to the financial statements at 31 December 2010

7 Ultimate parent company

The Company is a wholly owned subsidiary of Molton Brown Limited, which is regarded as the immediate controlling party. Kao Prestige Limited heads the smallest group preparing consolidated accounts which include Molton Brown Spas Limited.

Copies of these consolidated financial statements can be obtained from Companies House at Companies House, Crown Way, Mandy, Cardiff, CF14 3UZ.

The directors consider Kao Corporation, which is incorporated in Japan, as the Company's ultimate parent company and controlling party. It has included the Company in its group financial statements, being the largest group within which the results of the Company are consolidated.

Copies of its consolidated financial statements are available from the following address: Kao Corporation, 14-10 Nihonbashi, Kayabacho 1-Chrome, Chuo-ku, Tokyo 103/8210, Japan.