

Company Registration No. 04467291 (England and Wales)

**HIBU (UK) LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2019**



# **HIBU (UK) LIMITED**

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# **HIBU (UK) LIMITED**

## **COMPANY INFORMATION**

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<b>Directors</b>	Gordon Frasier Malcolm Green
<b>Secretary</b>	Christian Wells
<b>Company number</b>	04467291
<b>Registered office</b>	3 Forbury Place Forbury Road Reading Berkshire United Kingdom RG1 3YL

All references to Hibu Group in this document are references to the ultimate parent company Hibu Group Limited. All references to the Group are references to Hibu Group and its consolidated subsidiaries.

# **HIBU (UK) LIMITED**

## **DIRECTORS' REPORT**

### **FOR THE YEAR ENDED 31 MARCH 2019**

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The directors submit their Annual Report and the audited financial statements for Hibu (UK) Limited (the "Company") for the year ended 31 March 2019.

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

#### **Results and dividends**

The results for the year are set out on page 5.

No ordinary dividends were paid (2018: £nil). The directors do not recommend payment of a final dividend.

The directors consider the result for the year and the financial position at 31 March 2019 to be satisfactory.

#### **Review of business and future activities**

The Company, which is an indirectly wholly owned subsidiary of Hibu Group, acts as holding company for its 0.01% shareholding in hibu India Private Limited, and will continue to do so for the foreseeable future.

The Company is incorporated and domiciled in England and Wales.

The Company is an integral part of the Group and does not:

- have multiple shareholders;
- compete for business;
- separately employ individuals;
- have suppliers and customers outside the Group;
- have a strategy other than to meet its purpose; and
- have key performance indicators other than its profit or loss.

#### **Directors**

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Gordon Frasier	(Appointed 6 July 2018)
Malcolm Green	(Appointed 6 July 2018)
Oliver Wilson	(Resigned 6 July 2018)
Robert Hall	(Resigned 31 July 2018)

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

Article 88 of the Articles of Association of Hibu Group, the ultimate holding company, permit Hibu Group, subject to the Companies Act 2006 and other applicable legislation, to indemnify any of the directors against any loss or liability in connection with any proven or alleged negligence, default, breach of duty or trust by him, in relation to Hibu Group or any of its subsidiaries. In December 2013, Hibu Group entered into deeds of indemnity in favour of its current and former executive and non executive directors and officers of Hibu Group, its subsidiaries and any other companies to which Hibu Group or any of its subsidiaries has nominated or appointed any such person as a director or officer. The deeds of indemnity, which are in force for the directors of the Company, are qualifying third party indemnities for the purposes of section 234 of the Companies Act 2006.

# **HIBU (UK) LIMITED**

## **DIRECTORS' REPORT (CONTINUED)**

### **FOR THE YEAR ENDED 31 MARCH 2019**

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#### **Principal risks and uncertainties**

The management of the business and the execution of the Company's strategy are subject to a number of risks.

The key business risks and uncertainties to which the business is subject, both external and internal, are fully discussed in the context of the Group as a whole in the Strategic report of Hibu Group. The key financial risk management objectives and policies are discussed further below.

#### **Financial risk management**

The Company and other subsidiaries of Hibu Group, were Guarantors under a Common Terms Agreement dated 7 September 2016. The terms required Hibu Bidco Limited and its subsidiaries ("the Bidco Group") to keep net cash pay debt to less than four times the Bidco Group's EBITDA over the preceding twelve months. The Bidco Group was in compliance with the terms during the relevant periods through 2 May 2018, when this debt was replaced with £225 million of high yield bonds, issued by a subsidiary of Owl Finance Limited, that do not require specific financial ratio covenants, but are secured on the assets of Owl Finance Limited and its subsidiaries. The Company is not a guarantor of the new arrangements.

The Company is not exposed to any other risks, as it is dormant.

#### **Going concern**

The directors of the Company have considered the implications of the above and the risks set out in the Hibu Group strategic report for the year ended 31 March 2019 and in particular whether it is appropriate to prepare the financial statements of the Company on a going concern basis and the adequacy of the disclosures made within the financial statements. The directors of the Company have concluded that the going concern basis of accounting is appropriate and that the financial statements do not require the adjustments that would result if the Company were unable to continue as a going concern.

#### **Statement of directors' responsibilities**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgments 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.

# HIBU (UK) LIMITED

## DIRECTORS' REPORT (CONTINUED)

**FOR THE YEAR ENDED 31 MARCH 2019**

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### Statement of directors' responsibilities

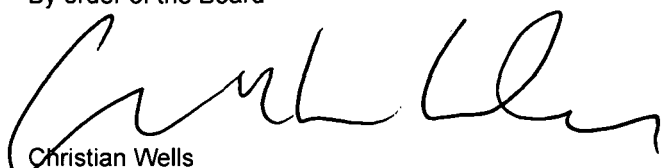
(continued)

The directors 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.

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.

The directors confirm that they have complied with the above requirements in preparing these financial statements.

By order of the Board



Christian Wells

**Secretary**

1 July 2019

# HIBU (UK) LIMITED

## STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2019

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	Note	2019 £	2018 £
Operating result	5	-	-
Result before interest and taxation		-	-
Result/profit before taxation		-	-
Tax	6	-	-
Result/profit and total comprehensive income for the financial year		-	-

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The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

# HIBU (UK) LIMITED

## STATEMENT OF FINANCIAL POSITION

AT 31 MARCH 2019

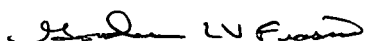
	Note	2019 £	2018 £
<b>Non-current assets</b>			
Investments	7	-	-
<b>Total non-current assets</b>		-	-
<b>Current assets</b>			
Trade and other receivables	8	407	407
<b>Total current assets</b>		407	407
<b>Total assets</b>		407	407
<b>Total assets less current liabilities</b>		407	407
<b>Total liabilities</b>		-	-
<b>Net assets</b>		407	407
<b>Equity</b>			
Share capital	9	3	3
Share premium account	10	549	549
Accumulated losses		(145)	(145)
<b>Total equity</b>		407	407

For the year ended 31 March 2019, the Company was exempt from the requirement for an audit, under Part 15 s 480 of the Companies Act 2006, to require the Company to obtain an audit.

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The notes on pages 8 to 13 are an integral part of these financial statements.

The financial statements were approved by the board of directors and authorised for issue on 1 July 2019 and are signed on its behalf by:



Gordon Frasier

Director

Company Registration No. 04467291



# HIBU (UK) LIMITED

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2019

	Share capital £	Share premium account £	Accumulated losses £	Total equity £
<b>Balance at 1 April 2017</b>	3	549	(145)	407
Result for the financial year	-	-	-	-
Total comprehensive income for the year	-	-	-	-
Transactions directly with owners	-	-	-	-
<b>Balance at 31 March 2018</b>	3	549	(145)	407
<b>Balance at 1 April 2018</b>	3	549	(145)	407
Result for the financial year	-	-	-	-
Total comprehensive income for the year	-	-	-	-
Transactions directly with owners	-	-	-	-
<b>Balance at 31 March 2019</b>	3	549	(145)	407

# HIBU (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

**FOR THE YEAR ENDED 31 MARCH 2019**

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### **1 Accounting policies**

#### **Company information**

The Company is a private company limited by shares incorporated in England and Wales under registration number 04467291. The registered office is 3 Forbury Place, Forbury Road, Reading, Berkshire, United Kingdom, RG1 3YL.

#### **Basis of preparation**

The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006, as applicable to companies using Financial Reporting Standard 101 'Reduced Disclosure Framework' ("FRS 101").

The principal accounting policies adopted, which have been applied consistently, are set out below.

#### **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 requirements of paragraphs 91-99 of IFRS 13 'Fair Value Measurement';
- 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 to 38D, 40, 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'; and
- 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 that is a party to the transaction is wholly owned by such a member.

# HIBU (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

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### 1 Accounting policies

(Continued)

#### Going concern

The financial statements have been prepared on a going concern basis. The Company and other subsidiaries of Hibu Group, were Guarantors under a Common Terms Agreement dated 7 September 2016. The terms required Hibu Bidco Limited and its subsidiaries ("the Bidco Group") to keep net cash pay debt to less than four times the Bidco Group's EBITDA over the preceding twelve months. The Bidco Group was in compliance with the terms during the relevant periods through 2 May 2018, when this debt was replaced with £225 million of high yield bonds, issued by a subsidiary of Owl Finance Limited, that do not require specific financial ratio covenants, but are secured on the assets of Owl Finance Limited and its subsidiaries. The Company is not a guarantor of the new arrangements.

The directors of the Company have considered the implications of the above and the risks set out in the Hibu Group strategic report for the year ended 31 March 2019 and in particular whether it is appropriate to prepare the financial statements of the Company on a going concern basis and the adequacy of the disclosures made within the financial statements. The directors of the Company have concluded that the going concern basis of accounting continues to be appropriate, as set out in the directors' report on pages 2 - 4.

#### Foreign currencies

Monetary assets and liabilities denominated in foreign currency are translated into sterling at the rates of exchange ruling at the date of the statement of financial position. Trading transactions denominated in foreign currency are translated at the rate of exchange ruling when the transactions were entered into. Exchange differences are included in the statement of comprehensive income in the period they arise or directly to equity depending upon the nature of the transaction.

#### Investments

Investments are valued at cost less any amounts written off due to impairment.

An impairment loss is recognised to the extent that the carrying amount cannot be recovered either by selling the investment or by the discounted future earnings of the investment.

Any impairment is charged to the statement of comprehensive income to the extent that it is not covered by amounts previously credited to shareholders' equity through the revaluation surplus.

#### Financial assets and liabilities

Financial assets and liabilities are shown as loans or receivables where they are non-derivative financial assets and liabilities with fixed or determinable payments that are not quoted in an active market. Loans and receivables are classified as trade and other receivables or trade and other payables in the statement of financial position.

#### Trade and other receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method. A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect amounts due according to the original terms of receivables. The provision is calculated by estimating future cash flows from trade receivables on the basis of historical loss experience.

# HIBU (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

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### 1 Accounting policies

(Continued)

#### Dividends

Interim dividends are recognised when they are paid. Final dividends are recognised when they are approved by shareholders.

#### Current and deferred tax

The charge or credit for tax is based on the profit or loss for the period and takes into account deferred tax where transactions or events give rise to temporary differences between the treatment of certain items for tax and for accounting purposes. Provision is made in full for deferred tax liabilities. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the benefit can be realised. It is probable that future taxable profits will be available to the extent that reversing temporary differences exist.

Current tax is provided at the amounts expected to be paid or recovered under the tax rates that have been enacted or substantively enacted by the statement of financial position date. Deferred tax is measured at the rates that are expected to apply in the periods in which the temporary differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the statement of financial position date. Deferred tax assets and liabilities are not discounted. No deferred tax liabilities are recorded for temporary differences relating to investments in subsidiaries since these are reflected in the carrying value of the investments.

#### Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### 2 Standards that have become effective during the current year

The following standards, interpretations and amendments became effective during the year but were not material to the Company:

- IFRS 9, 'Financial Instruments'. This standard replaces the guidance in IAS 39 and includes requirements on the classification and measurements of financial assets and liabilities. It also includes an expected credit losses model that replaces the current incurred loss impairment model. The standard is effective for annual periods beginning on or after 1 January 2018.
- IFRS 15, 'Revenue from Contracts with Customers'. This standard will improve the financial reporting of revenue and improve comparability of the top line in the financial statements globally. It is effective for annual periods beginning on or after 1 January 2018.
- Amendments to IFRS 2, 'Share-based Payment'. This amendment clarifies the measurement basis for cash-settled, share-based payments and the accounting for modifications that change an award from cash-settled to equity-settled. It also introduces an exception to the principles in IFRS 2 that will require an award to be treated as if it was wholly equity-settled, where an employer is obliged to withhold an amount of the employee's tax obligation associated with a share-based payment and pay that amount to the tax authority. It is effective for annual periods beginning on or after 1 January 2018.

# HIBU (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2019

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#### 2 Standards that have become effective during the current year (Continued)

- 'Annual Improvements 2014-16'. These amendments affect two standards being IFRS 1, 'First Time Adoption of IFRS' and IAS 28, 'Investments in Associates' regarding the measurement of an associate or joint venture at fair value. They are effective for annual periods beginning on or after 1 January 2018.
- IFRIC 22, 'Foreign currency transactions and advance consideration'. This IFRIC addresses foreign currency transactions or parts of transactions where there is consideration that is denominated or priced in a foreign currency. The interpretation provides guidance for when a single payment or receipt is made as well as where multiple payments or receipts are made and is intended to reduce diversity in practice. It is effective for annual periods beginning on or after 1 January 2018.

#### 3 Critical accounting estimates and judgments

In general, the Group's accounting policies under IFRSs, as adopted by the European Union, which are materially consistent with those applied under FRS 101, are consistent with those generally adopted by others operating within the same industry in the UK.

In preparing the Company's financial statements, our management has made its best estimates and judgments of certain amounts included in the financial statements, giving due consideration to materiality. We regularly review these estimates and update them when required. Actual results could differ from these estimates. Unless otherwise indicated, we do not believe there is a great likelihood that materially different amounts would be reported related to the accounting policies described above. We consider the valuation of assets to be the most significant estimates, which require our management to make subjective and complex judgments, or matters that are inherently uncertain.

#### 4 Directors' emoluments

The directors are remunerated for their services to other companies within the Hibu Group. No amounts were received by them as directors of the Company (2018: £nil).

#### 5 Operating result

There are no employees of the Company (2018: none).

The auditors' remuneration for the statutory audit of the Company's annual financial statements in the prior year of £1300 was accounted and paid for by Hibu Group. No other fees were paid to the auditors for non-audit services to the Company (2018: £nil).

#### 6 Tax

There were no charges or credits for the tax recorded in the years ended 31 March 2019 and 31 March 2018.

# HIBU (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

### 7 Investments

	2019 £	2018 £
<b>Cost</b>		
At 1 April	549	549
At 31 March	549	549
<b>Impairment</b>		
At 1 April	(549)	(549)
At 31 March	(549)	(549)
<b>Carrying amount</b>		
At 31 March	-	-

Investments comprise the Company's 0.01% interest in hibu India Private Limited, a fellow group undertaking.

### 8 Trade and other receivables

	2019 £	2018 £
<b>Amounts falling due within one year</b>		
Amounts due from group undertakings	407	407

Amounts due from group undertakings are repayable at the discretion of the ultimate parent company, Hibu Group.

### 9 Share capital

	No. of shares	£
<b>Ordinary shares of £1:</b>		
<b>Allotted and fully paid</b>		
At 1 April 2018	3	3
<b>At 31 March 2019</b>	<b>3</b>	<b>3</b>

All shares rank pari passu in all respects.

### 10 Share premium account

	£
At 1 April 2018	549
<b>At 31 March 2019</b>	<b>549</b>

# **HIBU (UK) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)** **FOR THE YEAR ENDED 31 MARCH 2019**

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### **11 Financial commitments, contingent liabilities and litigation**

There are no capital or other commitments (2018: £nil).

There are no contingent liabilities or guarantees other than those mentioned below, and on these no material losses are anticipated.

The Company participated in a Group banking arrangement whereby the Company's shares were provided as security against Group loans. The Company and fellow obligors were in full compliance with the financial covenant included within those arrangements during all relevant periods. On 2 May 2018, this debt was replaced with a high yield bond secured on the assets of Owl Finance Limited and its subsidiaries. The Company is not a guarantor under the new debt arrangement.

### **12 Events after the reporting date**

There are no significant post balance sheet events that affect the financial statements.

### **13 Controlling party**

At 31 March 2019 the Company was a wholly owned subsidiary of Hibu Asia Pacific Holdings Limited. The ultimate holding company and controlling party is Hibu Group.

The smallest and largest group in which the financial statements of the Company are consolidated is Hibu Group. The financial statements are publicly available at 3 Forbury Place, Forbury Road, Reading, Berkshire, United Kingdom, RG1 3YL.