'Amended'

Esporta Health Clubs Limited

Financial statements

Registered number 04681235

31 December 2017

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COMPANIES HOUSE

Contents

Strategic report

Principal activities

The company has not traded during the current or prior year.

Business review

The Strategic report for Virgin Active International Limited, the smallest and largest group in which the results are consolidated, contains a review of the business of the Virgin Active International Limited group including this company, and an indication of future developments as required by section 417 of the Companies Act 2006, using key performance indicators and risk analysis.

Key Performance Indicators

Owing to the nature of the Company's activities, there are no Key Performance Indicators. The Directors consider the Company's performance to be satisfactory.

Financial Review

The profit for the year was £nil *(2016: £nil)* as shown in the Statement of profit or loss and other comprehensive income on page 6.

Net assets as at 31 December 2017 are £157,147,000 *(2016: £157,147,000)*.

By order of the board

J Archibald
Secretary

100 Aldersgate Street
London
EC1A 4LX
15 June 2018

Directors' report

The directors present their annual report and audited financial statements for the year ended 31 December 2017.

Dividend

No dividends were paid or proposed during the year *(2016: £nil)*.

Political and charitable contributions

The Company made no political or charitable donations or incurred any political expenditure during the period *(2016: £nil)*.

Directors

The directors who held office during the period were as follows:

MW Bucknall
JR Hartley
DAR Carter
RB Cook
PA Woolf (resigned 21 February 2017)

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each 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.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board

J Archibald
Secretary

100 Aldersgate Street
London
EC1A 4LX
15 June 2018

Statement of Directors' responsibilities in respect of the Strategic Report, the Directors' Report and the Financial Statements

The directors are responsible for preparing the Strategic Report, the Directors' 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework

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 estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members of Esporta Health Clubs Limited

Opinion

We have audited the financial statements of Esporta Health Clubs Limited ("the company") for the year ended 31 December 2017 which comprise the Statement of profit or loss and other comprehensive income, Statement of financial position, Statement of changes in equity and related notes, including the accounting policies in Note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its result for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

Independent auditor's report to the members of Esporta Health Clubs Limited (continued)

Directors' responsibilities

As explained more fully in their 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; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.

R.M. Seale

Robert Seale (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square, London, E14 5GL
15 June 2018

Statement of profit or loss and other comprehensive income
for the year ended 31 December 2017

	Note	2017	2016
		£000	**£000**
Turnover		-	-
Operating costs		-	-
Profit on ordinary activities for the year	2	-	-
Tax on ordinary activities	3	-	-
Profit for the year		-	-
Total comprehensive income for the year		-	-

The notes on pages 9 to 12 form part of these financial statements.

Statement of financial position
at 31 December 2017

	Note	**2017** **£000**	**2016** **£000**
Current assets			
Amounts owed by group undertakings	*5*	157,147	157,147
		157,147	**157,147**
Total assets		**157,147**	**157,147**
Capital and reserves			
Called up share capital	*4*	-	50
Profit and loss account		(106)	(156)
Shareholders' funds		**(106)**	**(106)**
Current liabilities			
Amounts owed to group undertakings	*5*	157,253	157,253
Total liabilities and shareholders' funds		**157,147**	**157,147**

The financial statements on pages 6 to 12 were approved by the board of directors on 15 June 2018 and were signed on its behalf by

David AR Carter

DAR Carter
Director

The notes on pages 9 to 12 form part of these financial statements.

Statement of changes in equity
for the year ended 31 December 2017

	Called up share capital	Profit and loss account	Total equity
	£000	**£000**	**£000**
Balance at 1 January 2016	**50**	(156)	**(106)**
Profit for the year	-	-	-
Balance at 31 December 2016	**50**	**(156)**	**(106)**
Balance at 1 January 2017	50	(156)	**(106)**
Capital reduction	(50)	50	-
Profit for the year	-	-	-
Balance at 31 December 2017	-	**(106)**	**(106)**

On 22 December 2017, the company completed a capital restructuring to reduce the share capital from £50,002 to £100.

The notes on pages 6 - 9 form part of these financial statements.

Notes

1 Accounting policies

Esporta Health Clubs Limited (the "Company") is a company incorporated in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework ("FRS 101")*. The amendments to FRS 101 (2014/15 Cycle) issued in July 2015 and effective immediately have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's parent undertaking, Virgin Active International Limited includes the Company in its consolidated financial statements The consolidated financial statements of Virgin Active International Limited are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from the address given in note 6.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a cash flow statement and related notes;
- Comparative period reconciliations for share capital;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel; and
- Disclosures of transactions with a management entity that provides key management personnel services to the company.

As the consolidated financial statements of Virgin Active International Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures.

- Certain disclosures required by IFRS 13 *Fair Value Measurement* and the disclosures required by IFRS 7 *Financial Instrument Disclosures*.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 7.

1.1 Basis of preparation

The financial statements have been prepared on the historical cost basis unless otherwise noted. All amounts are presented in Great British Pounds (GBP).

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Notes *(continued)*

1 Accounting Policies (continued)

1.2 Going concern

The Company is a holding company and does not generate trading cash flows. However, the Company participates in the Group's centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries.

The directors, having assessed the responses of the directors of the Company's immediate parent Esporta Health & Fitness Limited to their enquiries, have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Virgin Active Group to continue as a going concern or its ability to continue with the current banking arrangements.

The Company's directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

1.3 Income Tax

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the Statement of profit or loss except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

The company and its fellow group undertakings are able to relieve their tax losses by surrendering them to other group companies, within the UK corporation tax group, where capacity to utilise these losses exists. There is an agreement between members of the group that losses will not be paid for by the recipient company. Where there is reasonable certainty that tax losses can be relieved, the group relief receivable or payable is included in the taxation charge or credit in the year.

1.4 Non-derivative financial instruments

Non-derivative financial instruments comprise trade and other debtors, loans and borrowings, and trade and other creditors.

Trade and other debtors
Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Trade and other creditors
Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Notes *(continued)*

2 Operating Profit

The Company had no employees other than the directors The directors were paid by other group companies and received no remuneration from the company during the year. The amount attributed was not significant, so no charge has been calculated

Auditor's remuneration is paid by Virgin Active Limited, a fellow subsidiary undertaking.

3 Taxation

No liability to UK Corporation Tax arose on ordinary activities for the year ended 31 December 2017 (2016: £nil). There is no un-provided deferred tax (2016: £nil).

4 Called up share capital

		2017	2016
		£	£
Allotted, called up and fully paid			
Equity:	100 Ordinary share of £1	100	-
Equity:	50,002 Ordinary share of £1	-	50,002
	Shares classified in shareholders' funds	**100**	**50,002**

On 22 December 2017, the company completed a capital restructuring to reduce the share capital from £50,002 to £100.

5 Financial instruments

As the consolidated financial statements of Virgin Active International Limited include the equivalent disclosures, the Company has taken the exemptions under FRS 101 available in respect of certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures. The disclosures below cover statutory balances in relation to Amounts owed by / to group undertakings that are not covered in the Virgin Active International Limited consolidated financial statements.

Fair value measurements of financial assets and financial liabilities

Amounts owed by group undertakings and Amounts owed to group undertakings are initially measured at fair value and are subsequently measured at amortised cost. The directors of Esporta Health Clubs Limited consider that the carrying amounts of the financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

	Carrying amount			
	Loans and receivables	**Other Financial liabilities**	**Loans and receivables**	**Other Financial liabilities**
	2017	**2017**	**2016**	**2016**
	£000	**£000**	**£000**	**£000**
Financial assets				
Amounts owed by group undertakings	**157,147**	-	157,147	-
Financial liabilities				
Amounts due to group undertakings	-	**157,253**	-	157,253

The amounts owed by and to group undertakings are repayable on demand and no interest is charged.

Notes *(continued)*

6 Ultimate parent company and parent company of larger group

The Company is a subsidiary undertaking of Esporta Health & Fitness Limited, a company incorporated in England and Wales. The ultimate parent company is Brait SE, which is registered in Malta

The smallest and largest group in which the results of the Company are consolidated is that headed by Virgin Active International Limited, a company incorporated in England & Wales. The consolidated financial statements of the group are available to the public and may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

7 Accounting estimates and judgements

Recoverability of amounts owed by group undertakings

Determining whether amounts owed by group undertakings are recoverable requires a determination of whether the other party is able to repay. This is performed by assessing the assets and liabilities of the other party.

The carrying value of amounts owed by group undertakings at 31 December 2017 was £157,147,000 *(2016: £157,147,000)* and no impairment loss has been recognised *(2016: £nil).*

8 Post Balance Sheet Event

On 30 May 2018, Esporta Health Clubs Limited issued 110,000 shares of £1 to its immediate parent company Esporta Health & Fitness Limited.