

**Registered number: 04688647**

**PANDORAEXPRESS 2 LIMITED**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE PERIOD ENDED 28 JUNE 2015**

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**PANDORAEXPRESS 2 LIMITED**

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**COMPANY INFORMATION**

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<b>DIRECTORS</b>	R Hodgson A Pellington
<b>COMPANY SECRETARY</b>	A Pellington
<b>REGISTERED NUMBER</b>	04688647
<b>REGISTERED OFFICE</b>	Hunton House Highbridge Estate Oxford Road Uxbridge Middlesex UB8 1LX

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**PANDORAEXPRESS 2 LIMITED**

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**CONTENTS**

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	Page
Directors' report	1 - 2
Independent auditors' report	3 - 5
Statement of comprehensive income	6
Statement of financial position	7
Statement of changes in equity	8
Notes to the financial statements	10 - 19

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**PANDORAEXPRESS 2 LIMITED**

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**DIRECTORS' REPORT**  
**FOR THE PERIOD ENDED 28 JUNE 2015**

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The directors present their report and the audited financial statements for the 52 week period ended 28 June 2015 (the "period").

The company is a holding company within the PizzaExpress group.

**RESULTS AND DIVIDENDS PROPOSED**

The profit for the financial period, after taxation, amounted to £122,000 (2014 - £91,000).

The directors do not recommend the payment of a dividend.

**DIRECTORS**

The directors who served during the period and up to the date of signing the financial statements were as follows:

R Hodgson  
A Pellington  
J Freeman (resigned 18 August 2014)  
H Smyth (resigned 18 August 2014)

**FINANCIAL INSTRUMENTS**

The directors consider that the company's key financial instruments are amounts due from and due to group companies. No financial exposure exists in relation to the intercompany balances as, where interest is charged on these balances it is fixed. The directors will revisit the appropriateness of the policy should the company's operations change in size or nature.

**FINANCIAL RISK MANAGEMENT**

The company's activities expose it to financial risks being primarily liquidity risk. Given that the company is in a net asset position, the directors do not consider this risk to be significant.

**DIRECTORS' INDEMNITY PROVISIONS**

Qualifying third party indemnity provisions as defined by the Companies Act 2006 were in force for the benefit of directors throughout the period and up to the date of approval of the financial statements.

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**PANDORAEXPRESS 2 LIMITED**

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**DIRECTORS' REPORT**  
**FOR THE PERIOD ENDED 28 JUNE 2015**

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**DIRECTORS' RESPONSIBILITIES STATEMENT**

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

Company law requires the directors to prepare audited financial statements for each financial year. Under that law the directors have elected to prepare the audited 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 directors must not approve the audited financial statements unless 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 audited financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- notify the company's shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements; and
- prepare the audited 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 audited 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.

**DISCLOSURE OF INFORMATION TO AUDITORS**

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director 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 auditors are aware of that information.

**INDEPENDENT AUDITORS**

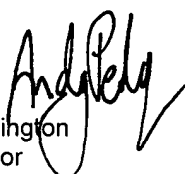
The independent auditors, PricewaterhouseCoopers LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

**SMALL COMPANIES NOTE**

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 30 November 2015 and signed on its behalf.

A Pellington  
Director



## **INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF PANDORAEXPRESS 2 LIMITED**

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### **Report on the financial statements**

#### **Our opinion**

In our opinion, PandoraExpress 2 Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 28 June 2015 and of its profit for the 52 week period (the "period") 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.

#### **What we have audited**

The financial statements, included within the Directors' Report and Financial Statements (the "Annual Report"), comprise:

- the statement of financial position as at 28 June 2015;
- the statement comprehensive income for the period then ended;
- the statement of changes in equity for the period then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework".

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion, the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

### **Other matters on which we are required to report by exception**

#### **Adequacy of accounting records and information and explanations received**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

#### **Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

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## **INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF PANDORAEXPRESS 2 LIMITED**

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### **Entitlement to exemptions**

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report.

### **Responsibilities for the financial statements and the audit**

#### **Our responsibilities and those of the directors**

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

#### **What an audit of financial statements involves**

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

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**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF  
PANDORAEXPRESS 2 LIMITED**

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We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report and Financial Statements 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.



Sarah Quinn (Senior statutory auditor)

for and on behalf of **PricewaterhouseCoopers LLP**

Chartered Accountants and Statutory Auditors  
Uxbridge

30 November 2015



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PANDORAEXPRESS 2 LIMITED

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**STATEMENT OF COMPREHENSIVE INCOME**  
FOR THE PERIOD ENDED 28 JUNE 2015

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		<b>Period ended 28 June 2015 £000</b>	<i>Period ended 29 June 2014 £000</i>
	<b>Note</b>		
Interest receivable and similar income	6	<b>8,658</b>	8,326
Interest payable and similar charges	7	<b>(8,536)</b>	(8,208)
		<hr/>	<hr/>
<b>Profit on ordinary activities before taxation</b>		<b>122</b>	118
Taxation on profit on ordinary activities	8	<b>-</b>	(27)
		<hr/>	<hr/>
<b>Profit for the financial period</b>		<b>122</b>	91
		<hr/>	<hr/>
<b>Total comprehensive income for the period</b>		<b>122</b>	91
		<hr/>	<hr/>

The notes on pages 10 to 19 form part of these financial statements.

**PANDORAEXPRESS 2 LIMITED**  
**REGISTERED NUMBER:04688647**

**STATEMENT OF FINANCIAL POSITION**  
**AS AT 28 JUNE 2015**

	Note	28 June 2015 £000	29 June 2014 £000
<b>Fixed assets</b>			
Investments	9	13	13
		<u>13</u>	<u>13</u>
<b>Current assets</b>			
Debtors: Amounts falling due within one year	10	225,098	216,472
		<u>225,098</u>	<u>216,472</u>
Creditors: Amounts falling due within one year	11	(221,991)	(213,487)
		<u>3,107</u>	<u>2,985</u>
<b>Net current assets</b>		<u>3,107</u>	<u>2,985</u>
<b>Total assets less current liabilities</b>		<u>3,120</u>	<u>2,998</u>
		<u>3,120</u>	<u>2,998</u>
<b>Net assets</b>		<u>3,120</u>	<u>2,998</u>
<b>Capital and reserves</b>			
Called up share capital	13	13	13
Retained earnings		3,107	2,985
		<u>3,120</u>	<u>2,998</u>
<b>Total shareholder's funds</b>		<u>3,120</u>	<u>2,998</u>

The company's financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements on pages 6 to 19 were authorised for issue by the board of directors and were signed on its behalf on 30 November 2015.

  
A Pellington  
Director

The notes on pages 10 to 19 form part of these financial statements.

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PANDORAEXPRESS 2 LIMITED

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**STATEMENT OF CHANGES IN EQUITY**  
FOR THE PERIOD ENDED 28 JUNE 2015

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	Called up share capital £000	Retained earnings £000	Total £000
At 30 June 2014	13	2,985	2,998
<b>Comprehensive income for the period</b>			
Profit for the period	-	122	122
<b>Total comprehensive income for the period</b>	-	122	122
<b>At 28 June 2015</b>	13	3,107	3,120

The notes on pages 10 to 19 form part of these financial statements.

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PANDORAEXPRESS 2 LIMITED

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**STATEMENT OF CHANGES IN EQUITY**  
FOR THE PERIOD ENDED 29 JUNE 2014

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	Called up share capital £000	Retained earnings £000	Total £000
At 1 July 2013	13	2,894	2,907
Comprehensive income for the period			
Profit for the period	-	91	91
Total comprehensive income for the period	-	91	91
At 29 June 2014	13	2,985	2,998

The notes on pages 10 to 19 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS**  
FOR THE PERIOD ENDED 28 JUNE 2015

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**1. ACCOUNTING POLICIES**

**1.1 GENERAL INFORMATION**

PandoraExpress 2 Limited ("the company") is a limited company domiciled and incorporated in the United Kingdom. The company's registered office is Hunton House, Highbridge Estate, Oxford Road, Uxbridge, Middlesex, United Kingdom, UB8 1LX.

The company is a non trading entity.

**1.2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The financial statements have been prepared under the historical costs convention and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The financial statements have been prepared on the going concern basis.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 2).

**First time application of FRS 100 and FRS 101**

In the current period the company has early adopted FRS 100 and FRS 101. In previous years the financial statements were prepared in accordance with applicable UK accounting standards.

This change in the basis of preparation has materially altered the recognition and measurement requirements previously applied in accordance with UK GAAP. An explanation of the impact of the adoption of FRS 100 and FRS 101 for the first time is included in the note 17.

There have been no other material amendments to the disclosure requirements previously applied in accordance with UK GAAP.

The following principal accounting policies have been applied

**NOTES TO THE FINANCIAL STATEMENTS**  
FOR THE PERIOD ENDED 28 JUNE 2015

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**1. ACCOUNTING POLICIES (continued)**

**1.3 FINANCIAL REPORTING STANDARD 101 - REDUCED DISCLOSURE EXEMPTIONS**

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraphs 45(b) and 46-52 of IFRS 2 Share based payment
- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations
- the requirements of paragraph 33(c) of IFRS 5 Non Current Assets Held For Sale and Discontinued Operations
- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
  - ◆ paragraph 79(a)(iv) of IAS 1;
  - ◆ paragraph 73( e) of IAS 16 Property, Plant and Equipment;
  - ◆ paragraph 118( e) of IAS 38 Intangible Assets;
  - ◆ paragraphs 76 and 79(d) of IAS 40 Investment Property; and
  - ◆ paragraph 50 of IAS 41 Agriculture
- 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 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.
- the requirements of paragraphs 134(d)-134(f) and 135(c )-135(e ) of IAS 36 Impairment of Assets.

The above disclosures, where applicable, can be found in the financial statements of PizzaExpress Financing 1 plc and PizzaExpress Group Holdings Limited, the smallest and largest groups respectively for which the financial information of the company is consolidated.

**1.4 CONSOLIDATED ACCOUNTS**

The company has not prepared consolidated group accounts as it is exempt from the requirement to do so under section 400 of the Companies Act 2006 as it is subsidiary undertaking of PizzaExpress Financing 1 plc and PizzaExpress Group Holdings Limited, companies incorporated in the United Kingdom, and is included within the consolidated accounts of those companies.

**1.5 VALUATION OF INVESTMENTS**

Investments in subsidiaries are measured at cost less accumulated impairment.

**NOTES TO THE FINANCIAL STATEMENTS**  
FOR THE PERIOD ENDED 28 JUNE 2015

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**1. ACCOUNTING POLICIES (continued)**

**1.6 FINANCIAL INSTRUMENTS**

The company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The company's accounting policies in respect of financial instruments transactions are explained below:

**Financial assets**

The company classifies all of its financial assets as loans and receivables. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through intercompany transactions, but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable.

**Financial liabilities**

The company classifies all of its financial liabilities as liabilities at amortised cost. Financial liabilities at amortised cost are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument.

The company does not hold or issue derivative financial instruments for trading purposes.

**1.7 FINANCE COSTS**

Finance costs are charged to the income statement over the term of the debt using the effective interest rate method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

**1.8 INTEREST INCOME**

Interest income is recognised in the income statement using the effective interest method.

**NOTES TO THE FINANCIAL STATEMENTS**  
FOR THE PERIOD ENDED 28 JUNE 2015

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**1. ACCOUNTING POLICIES (continued)**

**1.9 TAXATION**

Tax is recognised in the income statement, except that a change 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 reporting date in the countries where the company operates and generates income.

**2. JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

Management have not applied significant judgements or estimates in the production of the financial statements.

**3. OPERATING PROFIT**

The audit fee for the company for the period was borne by and included within the financial statements of PizzaExpress Group Limited, an intermediate parent company.

**4. EMPLOYEES**

The company has no employees other than the directors.



**NOTES TO THE FINANCIAL STATEMENTS**  
FOR THE PERIOD ENDED 28 JUNE 2015

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**5. DIRECTORS' REMUNERATION**

No remuneration was paid by the company to any director during the period (2014: £nil). All directors were remunerated by PizzaExpress Group Limited or PizzaExpress (Restaurants) Limited during the period. These companies did not make any recharge to the company as it is not possible to make an accurate apportionment of the directors' emoluments in respect of each of the companies of which they are directors.

The company does not operate a defined benefit pension scheme and did not make any contributions to defined contribution pension schemes for directors. No directors had any interests in any options for shares in the company.

**6. INTEREST RECEIVABLE AND SIMILAR CHARGES**

	<b>Period ended</b> <b>28 June</b> <b>2015</b> <b>£000</b>	<i>Period ended</i> <i>29 June</i> <i>2014</i> <i>£000</i>
Interest receivable from group companies	<b>8,658</b>	<b>8,326</b>
	<b>8,658</b>	<b>8,326</b>

**7. INTEREST PAYABLE AND SIMILAR CHARGES**

	<b>Period ended</b> <b>28 June</b> <b>2015</b> <b>£000</b>	<i>Period ended</i> <i>29 June</i> <i>2014</i> <i>£000</i>
Interest payable to group companies	<b>8,536</b>	<b>8,208</b>
	<b>8,536</b>	<b>8,208</b>

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 28 JUNE 2015

### 8. TAXATION ON PROFIT ON ORDINARY ACTIVITIES

	Period ended 28 June 2015 £000	Period ended 29 June 2014 £000
<b>Corporation tax</b>		
Current tax on profits for the year	-	27
<b>Total current tax</b>	-	27
<b>Taxation on profit on ordinary activities</b>	-	27

### FACTORS AFFECTING TAX CHARGE FOR THE PERIOD

The tax assessed for the period is lower than (2014 - the same as) the standard rate of corporation tax in the UK of 20.75% (2014 - 22.5%). The differences are explained below:

	Period ended 28 June 2015 £000	Period ended 29 June 2014 £000
Profit on ordinary activities before tax	122	118
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.75% (2014 - 22.5%)	25	27
<b>Effects of:</b>		
Group relief	(25)	-
<b>Total tax charge for the period</b>	-	27

### FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

The standard rate of corporation tax in the UK changed from 21% to 20% with effect from 1 April 2015. Accordingly, the company's profits for this accounting period are taxed at an effective rate of 20.75%. Any changes in the rate of UK corporation tax will have an impact on the future tax charge. Changes to the UK corporation tax rates were announced in the Chancellor's Budget on 8 July 2015. These include reductions to the main rate to reduce the rate to 19% from 1 April 2017 and to 18% from 1 April 2020.

**NOTES TO THE FINANCIAL STATEMENTS**  
FOR THE PERIOD ENDED 28 JUNE 2015

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**9. INVESTMENTS**

	Investments in subsidiary companies £000
<b>Cost</b>	
At 30 June 2014	13
<b>At 28 June 2015</b>	13
<b>Net book value</b>	
At 28 June 2015	13
At 29 June 2014	13

**SUBSIDIARY UNDERTAKINGS**

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding
PandoraExpress 3 Limited *	Ordinary	100 %
PandoraExpress 4 Limited	Ordinary	100 %
PandoraExpress 5 Limited	Ordinary	100 %

\* Direct shareholding

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PANDORAEXPRESS 2 LIMITED

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**NOTES TO THE FINANCIAL STATEMENTS**  
FOR THE PERIOD ENDED 28 JUNE 2015

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**10. DEBTORS**

	<b>28 June 2015 £000</b>	<b>29 June 2014 £000</b>
<b>Due within one year</b>		
Amounts owed by group companies	<b>225,098</b>	<b>216,472</b>
	<b>225,098</b>	<b>216,472</b>

Amounts due from group companies are charged at a rate of 4% where applicable and are repayable on demand.

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

	<b>28 June 2015 £000</b>	<b>29 June 2014 £000</b>
Amounts owed to group companies	<b>221,991</b>	<b>213,460</b>
Corporation tax	<b>-</b>	<b>27</b>
	<b>221,991</b>	<b>213,487</b>

Amounts due to group companies are charged at a rate of 4% where applicable and are repayable on demand.

## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE PERIOD ENDED 28 JUNE 2015

#### 12. FINANCIAL INSTRUMENTS

	28 June 2015 £000	29 June 2014 £000
<b>Financial assets</b>		
Financial assets that are debt instruments measured at amortised cost	<u>225,098</u>	<u>216,472</u>
<b>Financial liabilities</b>		
Financial liabilities measured at amortised cost	<u>221,991</u>	<u>213,460</u>

#### 13. CALLED UP SHARE CAPITAL

	28 June 2015 £000	29 June 2014 £000
<b>Authorised, allotted, called up and fully paid</b>		
12,502 (2014: 12,502) Ordinary Shares of £1 each	<u>13</u>	<u>13</u>

#### 14. CONTINGENT LIABILITIES

On 31 July 2014, the company became a guarantor to Senior Secured Notes and Senior Notes issued by its intermediate parent companies PizzaExpress Financing 2 Limited and PizzaExpress Financing 1 Limited respectively. Further Senior Secured Notes were issued by PizzaExpress Financing 2 Limited on 2 June 2015, for which the company has also provided a guarantee. These guarantees are over substantially all of the assets held by the company.

The amounts outstanding at the balance sheet date in relation to these notes were £477,517,000 for the Senior Secured Notes and £207,007,000 for the Senior Notes, including accrued interest.

On 31 July 2014 the company also became a potential guarantor to a Revolving Credit Facility (the 'RCF') made available to PizzaExpress Financing 2 Limited, who may request that any of its subsidiaries become a guarantor to the facility. The RCF is currently not drawn down.

#### 15. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption available under FRS 101, Section 8, not to disclose transactions with wholly owned subsidiaries of PizzaExpress Group Holdings Limited.

There are no other related party transactions to disclose.

**NOTES TO THE FINANCIAL STATEMENTS**  
FOR THE PERIOD ENDED 28 JUNE 2015

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**16. CONTROLLING PARTY**

At the period end the immediate parent company of PandoraExpress 2 Limited was PandoraExpress 1 Limited, a company who from 18 August 2014 was an indirect subsidiary of PizzaExpress Financing 1 plc, a limited company under the laws of England and Wales and the smallest group for which consolidated financial statements are prepared. PizzaExpress Financing 1 plc is a direct subsidiary of PizzaExpress Group Holdings Limited, a limited company under the laws of England and Wales and the largest group for which consolidated financial statements are prepared. The financial statements of PizzaExpress Financing 1 plc and PizzaExpress Group Holdings Limited are available from the Company Secretary, Highbridge Estate, Oxford Road, Uxbridge, Middlesex, UB8 1LX.

The directors consider Crystal Bright Developments Limited, a company registered in the British Virgin Islands, to be the ultimate parent company, and private equity firm Hony Capital to be the ultimate controlling party.

Prior to the change of control on 18 August 2014, the directors considered Cinven Limited to be the ultimate controlling party of the company.

**17. FIRST TIME ADOPTION OF FRS 101**

The policies applied under the entity's previous accounting framework are not materially different to FRS 101 and the change has not had a material impact on equity or profit or loss.