

**SPIRIT RETAIL BIDCO LIMITED**

**UNAUDITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**For the 52 weeks ended 2 January 2022**



## **SPIRIT RETAIL BIDCO LIMITED**

### **COMPANY INFORMATION**

<b>Director</b>	R Smothers
<b>Company secretary</b>	Mrs L A Keswick
<b>Registered number</b>	04872046
<b>Registered office</b>	Westgate Brewery Bury St Edmunds Suffolk IP33 1QT United Kingdom

# **SPIRIT RETAIL BIDCO LIMITED**

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## **SPIRIT RETAIL BIDCO LIMITED**

### **DIRECTOR'S REPORT For the 52 weeks ended 2 January 2022**

The director presents his report and the financial statements for the 52 weeks ended 2 January 2022.

#### **Principal activity**

The company did not trade during the period ended 2 January 2022. The director believes that the situation will not change in the foreseeable future.

Following the acquisition of the Greene King Limited group by CK Noble (UK) Limited on 30 October 2019, the financial year end of the company was changed to 31 December so as to be coterminous with the year end of the ultimate parent undertaking, CK Asset Holdings Limited. Accordingly, the prior financial statements were prepared for 36 weeks from 27 April 2020 to 3 January 2021 and as a result, the comparative figures stated in the statement of comprehensive income, statement of changes in equity and the related notes are not comparable.

#### **Director**

The director who served during the 52 weeks was:

R Smothers

The director did not hold any interest in the share capital of the company during the period.

#### **Directors' and Officers' indemnity insurance**

Greene King Limited group ("the group") has taken out insurance to indemnify the director of the company against third party proceedings whilst serving on the board of the company and of any subsidiary. This cover indemnifies all employees of the group who serve on the boards of all subsidiaries. These indemnity policies subsisted throughout the year and remain in place at the date of this report.

#### **Post balance sheet events**

There are no post balance sheet events requiring disclosure in the financial statements.

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



**R Smothers**  
Director  
Date: 1 September 2022

## **SPIRIT RETAIL BIDCO LIMITED**

### **DIRECTOR'S RESPONSIBILITIES STATEMENT** **For the 52 weeks ended 2 January 2022**

The director is responsible for preparing the Director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the 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 director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards including FRS 101 'Reduced Disclosure Framework' have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 to enable him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

**SPIRIT RETAIL BIDCO LIMITED**

**STATEMENT OF COMPREHENSIVE INCOME**  
For the 52 weeks ended 2 January 2022

		<b>52 weeks ended 2 January 2022 £000</b>	<b>36 weeks ended 3 January 2021 £000</b>
	<b>Note</b>		
Net impairment losses on financial assets		-	(753)
Amounts written off investments		-	(7,614)
<b>Profit/(loss) before tax</b>		<u>-</u>	<u>(8,367)</u>
Taxation	5	-	-
<b>Profit/(loss) for the period</b>		<u><u>-</u></u>	<u><u>(8,367)</u></u>

There was no other comprehensive income for 52 weeks ended 2 January 2022 (36 weeks ended 3 January 2021: £nil).

The notes on pages 6 to 12 form part of these financial statements.

**SPIRIT RETAIL BIDCO LIMITED**  
Registered number:04872046

**BALANCE SHEET**  
As at 2 January 2022

	Note	2 January 2022 £000	3 January 2021 £000
<b>Fixed assets</b>			
Investments	6	1,508,843	1,508,843
		<u>1,508,843</u>	<u>1,508,843</u>
<b>Current assets</b>			
Debtors	7	599,032	599,032
		<u>599,032</u>	<u>599,032</u>
<b>Current liabilities</b>			
Creditors: amounts falling due within one year	8	(1,912,705)	(1,912,705)
		<u>(1,313,673)</u>	<u>(1,313,673)</u>
<b>Net current liabilities</b>			
		<u>195,170</u>	<u>195,170</u>
<b>Total assets less current liabilities</b>			
		<u>195,170</u>	<u>195,170</u>
<b>Net assets</b>			
		<u>195,170</u>	<u>195,170</u>
<b>Capital and reserves</b>			
Called up share capital	9	-	-
Profit and loss account	10	195,170	195,170
		<u>195,170</u>	<u>195,170</u>
<b>Equity</b>			
		<u>195,170</u>	<u>195,170</u>

The members have not required the company to obtain an audit for the 52 weeks in question in accordance with section 476 of the Companies Act 2006.

The company was entitled to exemption from audit under section 480 of the Companies Act 2006.

The director acknowledges his responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



**R Smothers**

Director

Date: 1 September 2022

The notes on pages 6 to 12 form part of these financial statements.

**SPIRIT RETAIL BIDCO LIMITED**

**STATEMENT OF CHANGES IN EQUITY**  
**For the 52 weeks ended 2 January 2022**

	<b>Called up share capital</b>	<b>Profit and loss account</b>	<b>Total equity</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>
<b>At 27 April 2020</b>	-	203,537	203,537
Loss for the period	-	(8,367)	(8,367)
<b>At 4 January 2021</b>	-	195,170	195,170
<b>At 2 January 2022</b>	-	195,170	195,170

The notes on pages 6 to 12 form part of these financial statements.



## **SPIRIT RETAIL BIDCO LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

**For the 52 weeks ended 2 January 2022**

#### **I. GENERAL INFORMATION**

Spirit Retail Bidco Limited is a private company limited by shares incorporated and domiciled in England & Wales.

The company's financial statements are presented in Sterling and all values are rounded to the nearest thousand pounds (£000) except where indicated.

#### **2. ACCOUNTING POLICIES**

##### **2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and applicable accounting standards..

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 3).

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

Following the acquisition of the Greene King Limited group by CK Noble (UK) Limited on 30 October 2019, the financial year end of the company was changed to 31 December so as to be coterminous with the year end of the ultimate parent undertaking, CK Asset Holdings Limited. Accordingly, the prior financial statements were prepared for 36 weeks from 27 April 2020 to 3 January 2021 and as a result, the comparative figures stated in the statement of comprehensive income, statement of changes in equity and the related notes are not comparable.

##### **2.2 Financial reporting standards 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 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, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- 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

This information is included in the consolidated financial statements of Greene King Limited as at 2 January 2022 and these financial statements may be obtained from Westgate Brewery, Bury St Edmunds, Suffolk, IP33 1QT.

## **SPIRIT RETAIL BIDCO LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS** **For the 52 weeks ended 2 January 2022**

#### **2. ACCOUNTING POLICIES (CONTINUED)**

##### **2.3 Taxation**

Tax is recognised in profit or loss except that a charge 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 balance sheet date in the countries where the company operates and generates income.

##### **2.4 Investments**

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

##### **2.5 Intercompany balances**

Amounts owed by or to group undertakings are classified as short term assets or liabilities unless there is a formal loan arrangement in place that specifies repayment over a period longer than one year at the balance sheet date.

The company recognises a loss allowance for expected credit losses on amounts due from group undertakings. The methodology used to determine the amount of the expected credit loss is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset.

For those financial assets where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses are recognised. Interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset. For those financial assets where the credit risk has increased significantly (or determined to be credit impaired), lifetime expected credit losses are recognised. Interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset (or for credit impaired assets, to the net carrying amount of the financial asset).

#### **3. JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect reported amounts of assets and liabilities, income and expense. The company bases its estimates and judgments on historical experience and other factors deemed reasonable under the circumstances, including any expectations of future events. Actual results may differ from these estimates.

There are no estimates and judgments made in the company that are considered to be significant.

#### **4. STAFF COSTS**

The company has no employees (36 weeks ended 3 January 2021: none) and did not incur any staff costs during the period (36 weeks ended 3 January 2021: £nil).

The director did not receive any remuneration during the current or previous period in respect of his services provided to the company.

# **SPIRIT RETAIL BIDCO LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

**For the 52 weeks ended 2 January 2022**

### **5. TAXATION**

	<b>52 weeks ended 2 January 2022 £000</b>	<b>36 weeks ended 3 January 2021 £000</b>
<b>Total current tax</b>	<u>-</u>	<u>-</u>

### **FACTORS AFFECTING TAXATION FOR THE PERIOD**

The tax assessed for the period is the same as (2021: higher than) the standard rate of corporation tax in the UK of 19.0% (2021: 19.0%). The differences are explained below:

	<b>52 weeks ended 2 January 2022 £000</b>	<b>36 weeks ended 3 January 2021 £000</b>
Profit/(loss) on ordinary activities before tax	-	(8,367)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.0% (2021: 19.0%)	-	(1,590)
<b>Effects of:</b>		
Expenses not deductible for tax purposes	-	1,590
Group relief for nil consideration	-	(1,989)
Transfer pricing adjustments	-	1,989
<b>TOTAL TAXATION FOR THE PERIOD</b>	<u>-</u>	<u>-</u>

### **FACTORS THAT MAY AFFECT FUTURE TAX CHARGES**

Under Finance Act 2021 enacted on 10 June 2021, the Corporation Tax rate for the 12 months from 3 January 2021 remains at 19%, but will increase to 25% as the planned main rate of corporation tax from 1 April 2023.

**SPIRIT RETAIL BIDCO LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

For the 52 weeks ended 2 January 2022

**6. FIXED ASSET INVESTMENTS**

	<b>Investments in subsidiary companies £000</b>
<b>COST</b>	
At 4 January 2021	1,752,798
At 2 January 2022	<u>1,752,798</u>
<b>Impairment</b>	
At 4 January 2021	243,955
At 2 January 2022	<u>243,955</u>
<b>Net book value</b>	
At 2 January 2022	<u><u>1,508,843</u></u>
At 3 January 2021	<u><u>1,508,843</u></u>

## SPIRIT RETAIL BIDCO LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 2 January 2022

#### 6. FIXED ASSET INVESTMENTS (CONTINUED)

##### SUBSIDIARY UNDERTAKINGS

The following were subsidiary undertakings of the company:

Name	Principal activity	Class of shares	Holding
Spirit Group Retail Pensions Limited (1,3)	In MVL	Ordinary	100%
Spirit Group Retail Limited (1)	Holding company	Ordinary & preference	100%
Cleveland Place Holdings Limited (1)	Holding company	Ordinary	100%
Aspect Ventures Limited (2,3)	In MVL	Ordinary	100%
Spirit Group Retail (Northampton) Limited (1)	Non-trading	Ordinary & Preference	100%
Huggins and Company Limited (1)	Non-trading	Ordinary	100%
The Chef & Brewer Group Limited (1)	Holding company	Ordinary	100%
Chef & Brewer Limited (2,3)	In MVL	Ordinary	100%
City Limits Limited (2,3)	In MVL	Ordinary	100%
Open House Limited (2,3)	In MVL	Ordinary	100%
R.V. Goodhew Limited (1)	Non-trading	Ordinary & Deferred	100%
Springtarn Limited (2,3)	In MVL	Ordinary	100%
Spirit Group Retail (South) Limited (2,3)	In MVL	Ordinary	100%
Whitegate Taverns Limited (2,3)	In MVL	Ordinary	100%
Narnain (1)	Holding company	Ordinary	100%
Dearg Limited (1)	Holding company	Ordinary	100%
CPH Palladium Limited (1)	Holding company	Ordinary	100%
Freshwild Limited (1)	Holding company	Ordinary	100%
Mountloop Limited (1)	Non-trading	Ordinary	100%
AVL (Pubs) No.1 Limited (2,3)	In MVL	Ordinary	100%
AVL (Pubs) No.2 Limited (2,3)	In MVL	Ordinary	100%

Member voluntary liquidation "MVL"

The director believes that the carrying value of the investments is supported by their underlying net assets.

1 Incorporated in England and Wales. Registered office is Westgate Brewery, Bury St Edmunds, Suffolk, IP33 1QT

2 Incorporated in England and Wales. Registered office is Resolve Advisory Limited, 22 York Buildings, London, WC2N 6JU

3 Entity was dissolved in April 2022.

**SPIRIT RETAIL BIDCO LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

For the 52 weeks ended 2 January 2022

**7. DEBTORS: Amounts falling due within one year**

	2 January 2022 £000	3 January 2021 £000
Amounts owed by group undertakings	<u>599,032</u>	<u>599,032</u>

Included within amounts by group undertakings is a non interest bearing loan of £216,033,000 (2021: £216,033,000) owed by Spirit Group Parent Limited which is repayable on demand with no fixed date of repayment.

Other amounts owed by group undertakings are held at amortised cost, are unsecured, bear no interest, have no fixed date of repayment and are repayable on demand. Expected credit losses of £1,870,000 (2021: £1,870,000) have been recognised against the carrying value.

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

	2 January 2022 £000	3 January 2021 £000
Amounts owed to group undertakings	<u>1,912,705</u>	<u>1,912,705</u>

Amounts owed to group undertakings are unsecured, bear no interest, have no fixed date of repayment and are repayable on demand.

**9. SHARE CAPITAL**

	2 January 2022 £	3 January 2021 £
<b>Allotted, called up and fully paid</b>		
2 (2021:2) Ordinary shares of £1.00 each	<u>2</u>	<u>2</u>

**10. RESERVES**

**Profit and loss account**

Profit and loss account reserve represents accumulated retained earnings.

**11. RELATED PARTY TRANSACTIONS**

During the period the company entered into transactions, in the ordinary course of business, with other related parties. The company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with related parties that are wholly owned subsidiaries of the CK Asset Holdings Limited group. Amounts shown as owed to and by group subsidiaries are all held with other group undertakings. There were no transactions entered into during the financial year or trading balances outstanding at the balance sheet date with other related parties.

## **SPIRIT RETAIL BIDCO LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

**For the 52 weeks ended 2 January 2022**

#### **12. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY**

At the balance sheet date, the director considers the immediate parent undertaking and immediate controlling party of Spirit Retail Bidco Limited to be Spirit Pubs Parent Limited, a company incorporated in England and Wales.

The ultimate parent undertaking and ultimate controlling party is CK Asset Holdings Limited, a company registered in the Cayman Islands and registered in Hong Kong, with its shares listed on the Main Board of the Hong Kong Stock Exchange.

Spirit Pubs Debenture Holdings Limited is the smallest group which includes the results of the company and for which group financial statements are prepared. Copies of its group financial statements are available from Westgate Brewery, Bury St Edmunds, Suffolk, IP33 1QT.

CK Asset Holdings Limited is the largest group which includes the results of the company and for which group financial statements are prepared. Copies of its group financial statements are available from 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong.