

Company Registration No. 05468786 (England and Wales)

**JWC (INT) LIMITED**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 30 JUNE 2015**

TUESDAY



\*A51DGT4W\*

A22

23/02/2016

#217

COMPANIES HOUSE

# **JWC (INT) LIMITED**

## **COMPANY INFORMATION**

---

**Directors**

D Schreiber  
S Grobler

**Company number**

05468786

**Registered office**

Steinhoff UK Group  
5th Floor Festival House  
Jessop Avenue  
Cheltenham  
Gloucestershire  
GL50 3SH

**Auditors**

Leonard Wilson & Co  
Colinton House  
Leicester Road  
Bedworth  
Warwickshire  
CV12 8AB

---

# **JWC (INT) LIMITED**

## **CONTENTS**

---

	<b>Page</b>
Strategic report	1
Directors' report	2 - 3
Independent auditors' report	4 - 5
Profit and loss account	6
Balance sheet	7
Notes to the financial statements	8 - 13

---

# **JWC (INT) LIMITED**

## **STRATEGIC REPORT**

**FOR THE YEAR ENDED 30 JUNE 2015**

---

The directors present the strategic report and financial statements for the year ended 30 June 2015.

The company is a wholly owned subsidiary of Retail Interests Limited, a company registered in England & Wales. The ultimate parent company and controlling party is Steinhoff International Holdings Limited, a company incorporated in The Republic of South Africa.

### **Review of the business**

The results for the year and the financial position at the year end were considered satisfactory by the directors.

The company's net liabilities have decreased from A\$8,762,000 in 2014 to A\$8,626,000 in 2015. Notwithstanding the net liabilities position at 30 June 2015, the directors believe the company is a going concern on the basis that they have received confirmation from Steinhoff Europe AG that they will not recall the amounts owed at 30 June 2015 for at least twelve months from the date of signing these accounts. The directors therefore believe that it is appropriate to prepare the accounts on a going concern basis.

The directors are satisfied that the company can continue to prepare the accounts on a going concern basis.

### **Risks and uncertainties**

The directors acknowledge that during the normal course of business there are a number of potential risks and uncertainties which could have a material impact on the company's long term performance. The directors acknowledge their responsibilities to implement a risk strategy to ensure that an appropriate risk framework is operating effectively.

The company's main source of income is primarily royalty income from group undertakings and is therefore seen as low risk.

On behalf of the board



D Schreiber

**Director**

13 August 2015

# **JWC (INT) LIMITED**

## **DIRECTORS' REPORT**

### **FOR THE YEAR ENDED 30 JUNE 2015**

---

The directors present their report and financial statements for the year ended 30 June 2015.

#### **Principal activities**

The principal activity of the company is the management of intellectual property rights.

The directors are not aware at the date of signing this report of any likely major changes in the company's activities in the next year.

#### **Results and dividends**

The results for the year are set out on page 6.

#### **Directors**

The following directors have held office since 1 July 2014:

D Schreiber  
S Grobler

#### **Financial instruments**

The company does not use complex financial instruments.

#### **Auditors**

The auditors, Leonard Wilson & Co, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

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

The directors are responsible for preparing 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **JWC (INT) LIMITED**

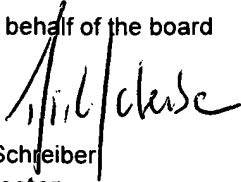
### **DIRECTORS' REPORT (CONTINUED)** **FOR THE YEAR ENDED 30 JUNE 2015**

---

#### **Statement of disclosure to auditors**

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board



D Schreiber  
**Director**

13 August 2015

# **JWC (INT) LIMITED**

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF JWC (INT) LIMITED**

---

We have audited the financial statements of JWC (INT) Limited for the year ended 30 June 2015 set out on pages 6 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement set out on pages 2 - 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2015 and of its profit for the year 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.

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

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

## **JWC (INT) LIMITED**

### **INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE MEMBERS OF JWC (INT) LIMITED**

---

#### **Matters on which we are required to report by exception**

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



**Ian Turner FCA (Senior Statutory Auditor)  
for and on behalf of Leonard Wilson & Co**

17 August 2015

**Chartered Accountants  
Statutory Auditor**

Colinton House  
Leicester Road  
Bedworth  
Warwickshire  
CV12 8AB



## **JWC (INT) LIMITED**

### **PROFIT AND LOSS ACCOUNT**

***FOR THE YEAR ENDED 30 JUNE 2015***

---

	<b>Notes</b>	<b>2015 A\$000</b>	<b>2014 A\$000</b>
<b>Turnover</b>	<b>2</b>	12,436	11,787
Cost of sales		(12,000)	-
<b>Gross profit</b>		<u>436</u>	<u>11,787</u>
Administrative expenses		(74)	(656)
<b>Operating profit</b>	<b>3</b>	<u>362</u>	<u>11,131</u>
Interest payable and similar charges	<b>4</b>	(1,931)	(9,683)
<b>(Loss)/profit on ordinary activities before taxation</b>		<u>(1,569)</u>	<u>1,448</u>
Tax on (loss)/profit on ordinary activities	<b>5</b>	1,705	4,284
<b>Profit for the year</b>	<b>12</b>	<u><u>136</u></u>	<u><u>5,732</u></u>

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

# JWC (INT) LIMITED

## BALANCE SHEET

AS AT 30 JUNE 2015

	Notes	2015 A\$000	2015 A\$000	2014 A\$000	2014 A\$000
<b>Fixed assets</b>					
Intangible assets	6		100,678		100,687
Tangible assets	7		2,797		2,854
			<u>103,475</u>		<u>103,541</u>
<b>Current assets</b>					
Debtors	8	18,068		16,317	
Cash at bank and in hand		449		98	
		<u>18,517</u>		<u>16,415</u>	
<b>Creditors: amounts falling due within one year</b>	9	(12)		(44)	
<b>Net current assets</b>			<u>18,505</u>		<u>16,371</u>
<b>Total assets less current liabilities</b>			<u>121,980</u>		<u>119,912</u>
<b>Creditors: amounts falling due after more than one year</b>	10		(130,606)		(128,674)
			<u>(8,626)</u>		<u>(8,762)</u>
<b>Capital and reserves</b>					
Called up share capital	11		-		-
Profit and loss account	12		(8,626)		(8,762)
<b>Shareholders' funds</b>	13		<u>(8,626)</u>		<u>(8,762)</u>

Approved by the Board and authorised for issue on 13 August 2015

  
D Schreiber  
Director

Company Registration No. 05468786

# **JWC (INT) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 30 JUNE 2015**

---

### **1 Accounting policies**

#### **1.1 Accounting convention**

The financial statements are prepared under the historical cost convention.

The accounts are presented in Australian Dollars which is the functional currency of the company. The sterling exchange rate at the balance sheet date is 2.0453 AUD to 1 GBP.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that its cash flows are included in the consolidated cash flow statement of the ultimate parent company, Steinhoff International Holdings Limited.

#### **1.2 Compliance with accounting standards**

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

#### **1.3 Turnover**

Turnover represents primarily royalty income receivable on the trademarks owned by the company and rental income.

#### **1.4 Trademarks**

Intangible assets are stated at cost less provisions for amortisation and impairments. Trademarks separately acquired or acquired as part of a business combination are amortised over their estimated useful lives, except where it is considered that the useful economic life is indefinite. The directors reassess their estimate of useful life each reporting period.

Intangible assets with indefinite useful lives are tested for impairment annually. Any provision for impairment is charged to the income statement in the period concerned.

#### **1.5 Tangible fixed assets and depreciation**

Tangible fixed assets other than freehold land are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Freehold land and buildings	- 2% Straight line basis
-----------------------------	--------------------------

#### **1.6 Foreign currency translation**

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction or, if hedged, at the hedged rate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the exchange rates prevailing at that date or if appropriate, at the hedged rate. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the profit and loss account.

## JWC (INT) LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

---

#### 2 Turnover

The turnover of the company for the year, primarily royalty income, has been derived from its principal activity and is generated in Asia Pacific, Australia and New Zealand. During the year the company also received rental income.

3	Operating profit	2015 A\$000	2014 A\$000
	Operating profit is stated after charging:		
	Amortisation of intangible assets	9	1
	Depreciation of tangible assets	57	14
	Fees payable to the company's auditor for the audit of the company's annual accounts	7	7
	and after crediting:		
	Profit on foreign exchange transactions	(33)	-
		<u>          </u>	<u>          </u>

4	Interest payable	2015 A\$000	2014 A\$000
	Other loan interest payable	1,931	9,683
		<u>          </u>	<u>          </u>

# JWC (INT) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2015

5	Taxation	2015 A\$000	2014 A\$000
	<b>Domestic current year tax</b>		
	U.K. corporation tax	(952)	(4,254)
	Adjustment for prior years	(753)	(30)
	<b>Total current tax</b>	<u>(1,705)</u>	<u>(4,284)</u>
	<b>Factors affecting the tax charge for the year</b>		
	(Loss)/profit on ordinary activities before taxation	<u>(1,569)</u>	<u>1,448</u>
	(Loss)/profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 20.75% (2014 - 22.50%)	<u>(326)</u>	<u>326</u>
	Effects of:		
	Non deductible expenses	200	1,163
	Depreciation add back	13	3
	Capital allowances	(839)	(910)
	Tax losses utilised	-	(1,722)
	Unpaid interest brought forward utilised	-	(3,114)
	Adjustments to previous periods	(118)	10
	Prior year exchange rate movements	(635)	(40)
		<u>(1,379)</u>	<u>(4,610)</u>
	<b>Current tax charge for the year</b>	<u>(1,705)</u>	<u>(4,284)</u>

The company has estimated losses of A\$ 5,290,681 (2014 - A\$ 5,290,681) available for carry forward against future trading profits.

# JWC (INT) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2015

### 6 Intangible fixed assets

	Trademarks A\$000
<b>Cost</b>	
At 1 July 2014 & at 30 June 2015	100,688
<b>Amortisation</b>	
At 1 July 2014	1
Charge for the year	9
At 30 June 2015	10
<b>Net book value</b>	
At 30 June 2015	100,678
At 30 June 2014	100,687

Intangible assets represents intellectual property rights in the form of various trademarks. The various trademarks have been in existence for between 30 to 40 years and are now well established.

The Trademarks with an estimated useful life of 3 years have been amortised at a rate of 33% on straight line basis. No amortisation has been charged on the Trademarks for which an impairment review has shown the estimated recoverable amount of the trademarks exceeds their present carrying value.

### 7 Tangible fixed assets

	Freehold land and buildings A\$000
<b>Cost</b>	
At 1 July 2014 & at 30 June 2015	2,868
<b>Depreciation</b>	
At 1 July 2014	14
Charge for the year	57
At 30 June 2015	71
<b>Net book value</b>	
At 30 June 2015	2,797
At 30 June 2014	2,854

# JWC (INT) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2015

8 Debtors	2015 A\$000	2014 A\$000
Amounts owed by parent company and fellow subsidiary undertakings	5,069	-
Corporation tax	952	4,254
VAT	8	15
Trade debtors	12,039	12,048
	<u>18,068</u>	<u>16,317</u>

9 Creditors: amounts falling due within one year	2015 A\$000	2014 A\$000
Accruals	<u>12</u>	<u>44</u>

10 Creditors: amounts falling due after more than one year	2015 A\$000	2014 A\$000
Amounts owed to group undertakings	<u>130,606</u>	<u>128,674</u>

The above loan balance represents amounts owed to Steinhoff Europe AG, a company registered in Switzerland.

As at 30 June 2015, Steinhoff Europe AG have agreed not to recall the amounts owed for at least 12 months from the date of signing these accounts.

11 Share capital	2015 A\$	2014 A\$
<b>Allotted, called up and fully paid</b>		
2 Ordinary shares of A\$1 each	<u>2</u>	<u>2</u>

12 Statement of movements on profit and loss account	Profit and loss account A\$000
Balance at 1 July 2014	(8,762)
Profit for the year	136
Balance at 30 June 2015	<u>(8,626)</u>

## JWC (INT) LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2015

---

13	Reconciliation of movements in shareholders' funds	2015 A\$000	2014 A\$000
	Profit for the financial year	136	5,732
	Opening shareholders' funds	(8,762)	(14,494)
	Closing shareholders' funds	<u>(8,626)</u>	<u>(8,762)</u>

#### 14 Employees

##### Number of employees

The average monthly number of employees (including directors) during the year was:

2015 Number	2014 Number
<u>2</u>	<u>2</u>

The directors are the key management personnel of the company. The remunerations of Messrs Schreiber and Grobler are paid by other companies within the Steinhoff Group. It is not practicable to split their remuneration between services to group companies. Details of their remunerations are included in the financial statements of these companies.

#### 15 Control

The company is a wholly owned subsidiary of Retail Interests Limited, a company registered in England & Wales. The results of the company are consolidated with the Steinhoff Europe AG Group. The ultimate parent company and controlling party is Steinhoff International Holdings Limited, a company incorporated in The Republic of South Africa.

The largest group for which the results of the company are consolidated is headed by Steinhoff International Holdings Limited. Copies of these consolidated financial statements may be obtained via the website [www.steinhoffinternational.com](http://www.steinhoffinternational.com).

#### 16 Related party relationships and transactions

The company has taken advantage of the exemption available in accordance with FRS 8 'Related party disclosures' not to disclose transactions entered into between two or more members of a group, as the company is a wholly owned subsidiary undertaking of the group to which it is party to the transactions.