

**Registered Number: 05716536**

**Mayfair Acquisitionco Limited**

**Financial Statements and Directors' Report  
For the year ended 31 December 2019**

SATURDAY



\*A9DXTCDD\*

A13

19/09/2020

#173

COMPANIES HOUSE

---

**Mayfair Acquisitionco Limited**  
**Financial Statements and Directors' Report**  
**For the year ended 31 December 2019**

**Contents**

	<i>page</i>
Company information	1
Directors' report	2 - 3
Statement of Financial Position	4
Statement of Changes in Equity	5
Notes to the financial statements	6 - 8

---

**Mayfair Acquisitionco Limited**  
**Company Information**

<b>Directors</b>	B Lungen S Bruns
<b>Company secretary</b>	EMW Secretaries Limited
<b>Registered number</b>	05716536
<b>Registered office</b>	Seebeck House 1A Seebeck Place Knowlhill Milton Keynes Buckinghamshire MK5 8FR

## **Mayfair Acquisitionco Limited**

### **Directors' Report**

The Directors present their report and the unaudited financial statements for the year ended 31 December 2019.

#### **Principal activities and review of the business**

The Company acts as an intermediate holding Company. The Directors intend to liquidate the Company within the next 24 months.

#### **Results and dividends**

The Company did not trade during the current or preceding year, and accordingly no statement of comprehensive income has been presented. No dividends have been paid or proposed by the Directors for the year (2018: £nil).

#### **Directors**

The Directors who served during the year and to the date of this report are as follows:

S Bruns  
B Lungen

#### **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 prepared 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 year.

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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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.

## **Mayfair Acquisitionco Limited**

### **Directors' Report (continued)**

#### **Audit Exemption for Subsidiaries**

For the year ended 31 December 2019 the Company was entitled to the exemption from audit by virtue of section 479A Companies Act 2006. In accordance with section 479A Companies Act 2006, the member of the Company has agreed that it does not require an audit, and the carrying value of liabilities (£nil) at the balance sheet date has been guaranteed under section 479C of the Act by Merkur Casino UK Limited ('MCUK'), its ultimate UK parent. The results of the Company have been included in the consolidated financial statements of MCUK.

The Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption provided by section 414B(b) of the Companies Act 2006.

This report was approved by the board on 10<sup>th</sup> September 2020 and is signed on its behalf.

**B Lungen**  
Director 

**Mayfair Acquisitionco Limited**  
**Statement of Financial Position**  
**As at 31 December 2019**

	Notes	2019 £'000	2018 £'000
<b>Fixed assets</b>			
Investments	3	19,599	19,599
<b>Net assets</b>		19,599	19,599
<b>Capital and reserves</b>			
Called up share capital	4	683	683
Share premium account	5	32,098	32,098
Retained earnings	5	(13,182)	(13,182)
<b>Shareholder's funds</b>		19,599	19,599

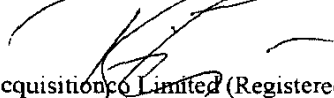
For the year ended 31 December 2019, the Company was entitled to the exemption from the requirement to have an audit under the provisions of Section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors responsibilities:

- No members have required the company to obtain an audit of its accounts for the period in question in accordance with Section 476 of the Companies Act 2006.
- the Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements were approved and authorised for issue by the board and were signed on its behalf on 10<sup>th</sup> September 2020.

**B Lingen**  
 Director  
 Mayfair Acquisitionco Limited (Registered No. 05716536).



**Mayfair Acquisitionco Limited**  
**Statement of Changes in Equity**  
**As at 31 December 2019**

	<b>Share Capital £'000</b>	<b>Share Premium £'000</b>	<b>Retained Earnings £'000</b>	<b>Total Equity £'000</b>
As at 1 January 2019	683	32,098	(13,182)	19,599
Comprehensive income for the year	-	-	-	-
<b>As at 31 December 2019</b>	<b>683</b>	<b>32,098</b>	<b>(13,182)</b>	<b>19,599</b>

**Statement of Changes in Equity**  
**As at 31 December 2018**

	<b>Share Capital £'000</b>	<b>Share Premium £'000</b>	<b>Retained Earnings £'000</b>	<b>Total Equity £'000</b>
As at 1 January 2018	683	32,098	(13,182)	19,599
Comprehensive income for the year	-	-	-	-
<b>As at 31 December 2018</b>	<b>683</b>	<b>32,098</b>	<b>(13,182)</b>	<b>19,599</b>

The notes on pages 6 to 8 form part of these financial statements.

**Mayfair Acquisitionco Limited**  
**Notes to the financial statements**  
**For the year ended 31 December 2019**

**1. Principal accounting policies**

**Basis of accounting**

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Financial Reporting Standard 102, the 'Financial Reporting Standard applicable to the United Kingdom and the Republic of Ireland' and the Companies Act 2006.

The significant accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented unless otherwise stated.

**Financial reporting standard 102 – reduced disclosure exemptions**

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102:

- the requirements of section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of section 7 Statement of Cash Flows;
- the requirements of section 3 Financial Statement Presentation paragraph 3.17(d); and
- the requirements of section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Merkur Casino UK Limited as at 31 December 2019 and these financial statements may be obtained from Seebeck House, 1A Seebeck Place, Knowlhill, Milton Keynes MK5 8FR.

**Consolidation**

The Company has taken advantage of the exemption to produce consolidated financial statements conferred by section 400 of the Companies Act 2006. The financial statements therefore present information about the Company as an individual undertaking and not about its Group. The Company is included within the consolidated financial statements of Merkur Casino UK Limited ("MCUK"), the Company's ultimate parent undertaking in the UK at the balance sheet date, incorporated in England and Wales.

**Statement of Comprehensive Income**

The Company did not trade during the current or preceding year, and accordingly no statement of comprehensive income has been presented.

**Valuation of Investments**

Investments in subsidiaries are measured at cost less accumulated impairment.

**2. Directors' remuneration**

There were no employees other than the Directors in the current or prior year.

All Directors are directors of other companies within the Group and their remuneration in the current and prior periods has been paid by other companies. Details of their remuneration are included within the disclosures given in the financial statements of Praesepe Holdings Limited.

The Company is not able to accurately split the Directors remuneration between companies benefitting from their services.



**Mayfair Acquisitionco Limited**  
**Notes to the financial statements (continued)**  
**For the year ended 31 December 2019**

**3. Fixed Asset Investments**

	Share in subsidiary undertaking £'000
<b>Cost</b>	
At 1 January 2019 and 31 December 2019	37,291
<b>Impairment</b>	
At 1 January 2019 and 31 December 2019	(17,692)
<b>Net book value</b>	
At 1 January 2019 and 31 December 2019	19,599

Investments in Group undertakings are stated at cost, less provision for impairment.

Thomas Holdings Limited is the subsidiary undertaking of the Company. It is incorporated in England and Wales, and its principal activity is a non-trading company. Mayfair Acquisitionco Limited has an interest of 100% in the ordinary shares of the Company, which has net assets of £1 at the balance sheet date.

**4. Called up share capital**

	2019	2018
<b>Called up, allotted and fully paid</b>		
'A' Ordinary shares of 1 pence each (2018: 1 pence each)		
- number	3,755	3,755
- nominal value (£)	38	38
Deferred ordinary shares of £1 each (2018: £1 each)		
- number	677,499	677,499
- nominal value (£)	677,499	677,499
Ordinary shares of £1 each (2018: £1 each)		
- number	5,248	5,248
- nominal value (£)	5,248	5,248
	682,785	682,785

**5. Reserves**

*Retained Earnings*

This reserve represents cumulative profits and losses.

*Share Premium*

This reserve represents the amount above the nominal value received for issued share capital, less transaction costs.

**Mayfair Acquisitionco Limited**  
**Notes to the financial statements (continued)**  
**For the year ended 31 December 2019**

**6. Immediate and ultimate parent undertaking**

As at 31 December 2019, the immediate parent undertaking was Praesepe Limited, an intermediate holding company which is wholly owned by Merkur Casino UK Limited.

The ultimate parent undertaking in the UK is Merkur Casino UK Limited. The immediate parent of the Merkur Casino UK Limited is Merkur Casino GmbH, a Company registered in Germany.

The largest and smallest group in which the results of the Company are consolidated is that headed by Merkur Casino UK Limited. Copies of Merkur Casino UK Limited financial statements may be obtained from The Secretary, Merkur Casino UK Limited, Seebeck House, 1A Seebeck Place, Knowlhill, Milton Keynes, MK5 8FR.