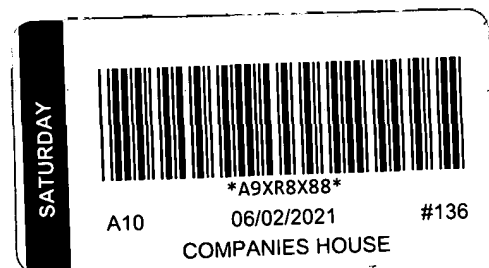


LONDON & REGIONAL (HEALTH CLUBS) LIMITED
ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019



LONDON & REGIONAL (HEALTH CLUBS) LIMITED

COMPANY INFORMATION

Directors:	Mr R.J Livingstone Mr L. Sebastian
Company number:	05788201
Registered office	Quadrant House, Floor 6 4 Thomas More Square London E1W 1YW

LONDON & REGIONAL (HEALTH CLUBS) LIMITED

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LONDON & REGIONAL (HEALTH CLUBS) LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2019

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

Principal activities

The company acts as a holding company. It did not trade during the current and preceding years or subsequent to the year end.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr R J Livingstone
Mr L Sebastian

Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

Subsequent events

Subsequent to the year end the impact of COVID-19 on the UK economy took hold towards the end of March 2020 and it has subsequently had a significant impact on the wider economy.

COVID-19 is viewed as a non-adjusting event for the purposes of these financial statements however the directors have had to consider its potential impact on the business when considering the ability of the company to operate as a going concern.

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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.

The directors 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.

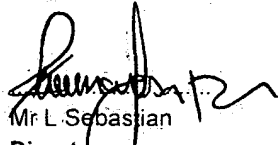
LONDON & REGIONAL (HEALTH CLUBS) LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

The Directors' Report has been prepared in accordance with the special provisions relating to small companies within s414B of the Companies Act 2006 and the company is therefore exempt from the requirement to prepare a Strategic Report.

On behalf of the board


Mr L. Sebastian
Director
5/2/2021..

LONDON & REGIONAL (HEALTH CLUBS) LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2019

The company did not trade during the year or in the preceding year and made neither a profit nor a loss. There were no other comprehensive income in the current or preceding years.

LONDON & REGIONAL (HEALTH CLUBS) LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2019

		31 December 2019		31 December 2018	
	Notes	£	£	£	£
Fixed assets					
Investments	3	-	1	-	1
Current assets					
Debtors	4	10,002		10,002	
Creditors: amounts falling due within one year	5		(3)		(3)
Net current assets			9,999		9,999
Total assets less current liabilities			10,000		10,000
Capital and reserves					
Called up share capital	6		10,000		10,000

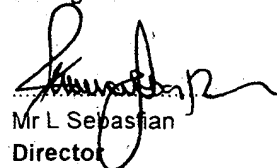
For the financial year ended 31 December 2019 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 section 1A.

The financial statements were approved by the board of directors and authorised for issue on 5/2/2021 and are signed on its behalf by:


Mr L Sebastian
Director

Company Registration No. 05788201

LONDON & REGIONAL (HEALTH CLUBS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

General information

London & Regional (Health Clubs) Limited is a private company limited by shares incorporated in England and Wales. The registered office is Quadrant House, Floor 6, 4 Thomas More Square, London, E1W 1YW.

1.1 Statement of compliance

These financial statements have been prepared in accordance with section 1A of FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

1.2 Basis of preparation and summary of significant accounting policies

The financial statements have been prepared on a going concern basis and under the historical cost convention. The principal accounting policies adopted are set out below.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

1.3 Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to conditions.

As a qualifying entity, the company has taken advantage of the following exemptions:

- from the requirement to prepare a statement of cash flows as required by paragraph 3.17 (d) of FRS 102,
- from the requirement to present financial instruments disclosures, as required by FRS 102 paragraphs 11.39 to 11.48A, paragraph 12.26 and 12.29; and
- from the requirement to disclose transactions or balances with entities which form part of the group as required by paragraph 33.1A of FRS 102.

1.4 Cash flow exemption

The company has taken advantage of the exemption from preparing a statement of cash flows available to small companies reporting under section 1A of FRS102 and paragraph 7.1(b).

1.5 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

LONDON & REGIONAL (HEALTH CLUBS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

1.6 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1.7 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

2 Directors' remuneration

The directors did not receive any emoluments in respect of their services to the company (2018: £nil). The company has no employees (2018: nil) other than the directors.

LONDON & REGIONAL (HEALTH CLUBS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

3 Investments

	2019 £	2018 £
Investments	<u>1</u>	<u>1</u>

The company holds 100% of the share capital of London & Regional (HC Properties) Limited, a company incorporated and registered in England and Wales and whose principal activity is that of property investment.

Movements in investments

	Shares in group undertakings £
Cost or valuation	
At 1 January 2019 & 31 December 2019	<u>1</u>
Carrying amount	
At 31 December 2019	<u>1</u>
At 31 December 2018	<u>1</u>

4 Debtors

	2019 £	2018 £
Amounts falling due within one year:		
Amounts due from group undertakings	<u>10,002</u>	<u>10,002</u>

Amounts due from fellow group undertakings are unsecured, interest free and repayable on demand and include £2,510 (2018: £2,510) relating to unpaid share capital.

5 Creditors: amounts falling due within one year

	2019 £	2018 £
Other creditors	<u>3</u>	<u>3</u>

LONDON & REGIONAL (HEALTH CLUBS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

6 Called up share capital

	2019 £	2018 £
Ordinary share capital		
Authorised		
7,490 A ordinary shares (fully paid) of £1 each	7,490	7,490
2,510 non-voting redeemable B ordinary shares (unpaid) of £1 each	2,510	2,510
	<u>10,000</u>	<u>10,000</u>
Issued		
10,000 A ordinary shares (fully paid) of £1 each	7,490	7,490
non-voting redeemable B ordinary shares (unpaid) of £1 each	2,510	2,510
	<u>10,000</u>	<u>10,000</u>

The "B" Shares are redeemable and have the following rights (the "A" Shares being subject to the rights of the "B" Shares, otherwise having ordinary share rights):

- right to a variable preferred cumulative dividend of LIBOR plus 3% on the nominal value of the shares;
- right to assets in a winding-up of up to 0.01% of amounts in excess of £50m;
- no other rights to income or capital; and
- no voting rights.

7 Related party transactions

As the company is a wholly owned subsidiary of London and Regional Group Properties Ltd the company has taken advantage of the exemption under section 33.1A of FRS102 from disclosing transactions or balances with entities which form part of the group.

8 Parent company

The immediate parent undertaking is London and Regional Group Property Holdings Ltd, a company incorporated and registered in England and Wales.

The ultimate parent undertaking is London and Regional Group Properties Ltd, a company incorporated in England and Wales.

London and Regional Group Property Holdings Ltd is the parent undertaking of the smallest group of undertakings to consolidate these financial statements as at 31 December 2019. London and Regional Group Properties Ltd is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2019. The consolidated financial statements of London and Regional Group Property Holdings Ltd and London and Regional Group Properties Ltd can be obtained from the company secretary at Quadrant House, Floor 6, 4 Thomas More Square, London E1W 1YW.

The ultimate controlling parties are I M Livingstone and R J Livingstone through their joint ownership of London and Regional Group Properties Ltd.

LONDON & REGIONAL (HEALTH CLUBS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

9 Subsidiaries

These financial statements are separate company financial statements for London & Regional (Health Clubs) Ltd.

Details of the company's subsidiaries at 31 December 2019 are as follows:

Name of undertaking	Country of incorporation	Nature of business	Held %	
			Direct	Indirect
London & Regional (HC Properties) Ltd	England & Wales	Property Investment	100.00	

The registered address of the above subsidiary is Quadrant House, 4 Thomas More Square, London E1W 1YW.

10 Subsequent events

Subsequent to the year end the impact of COVID-19 on the UK economy took hold towards the end of March 2020 and it has subsequently had a significant impact on the wider economy.

COVID-19 is viewed as a non-adjusting event for the purposes of these financial statements however the directors have had to consider its potential impact on the business when considering the ability of the company to operate as a going concern.