Registration number: 06133835

Matthew Clark Bibendum (Holdings) Limited (formerly known as Matthew Clark (Holdings) Limited)

Annual Report and Consolidated Financial Statements

for the Period from 1 May 2017 to 29 April 2018

Matthew Clark Bibendum (Holdings) Limited (formerly known as Matthew Clark (Holdings) Limited)

Contents

Matthew Clark Bibendum (Holdings) Limited (formerly known as Matthew Clark (Holdings) Limited)

Company Information

Directors	J Solesbury DG Johnston A Pozzi EJ Robertson
Company secretary	C & C Management Services Limited
Registered office	Whitchurch Lane Bristol BS14 OJZ
Auditors	Ernst & Young LLP Statutory Auditor Bristol United Kingdom

Matthew Clark Bibendum (Holdings) Limited (formerly known as Matthew Clark (Holdings) Limited)

Strategic Report for the period from 1 May 2017 to 29 April 2018

The Directors present their Strategic report for the period from 1 May 2017 to 29 April 2018.

The Directors, in preparing this Strategic report, have complied with section 414C of the Companies Act 2006.

Principal activities

Matthew Clark Bibendum (Holdings) Limited and its subsidiaries' ("the Group") principal activity during the period has been that of a wholesale and agency drinks distributor. The Group also provides bar and catering services at outdoor events, as well as experiential marketing agency operations within the drinks industry. These activities occur within the UK.

The principal activity of Matthew Clark Bibendum (Holdings) Limited ("the Company") is as a holding company for its subsidiaries.

Review of the business

The Group has established itself as the leading independent composite drinks supplier, operating throughout the UK supplying the on-trade market. The Group supplies pubs, bars, hotels, restaurants and leisure outlets, both independent and major national managed chains. The business also increasingly supplies brands and major national grocery customers as well as cash and carry and convenience customers.

Business structure

On 31 July 2017 the trade and assets of Bibendum Wine Limited were acquired by Matthew Clark Bibendum Limited, a subsidiary undertaking of the Group (see note 17). On 4 April 2018, the entire share capital of the Group was acquired by C&C Holdings (NI) Limited, a subsidiary Company of C&C Group Plc ("C&C Group").

Matthew Clark Bibendum (Holdings) Limited owns 100% of the share capital of Matthew Clark Bibendum Limited, a drinks wholesaler. It also owns 100% of The Wine Studio Limited and Matthew Clark (Scotland) Limited, both being dormant companies.

Furthermore, the Group owns 100% of the share capital of Elastic Productions Limited, an experiential marketing agency operating within the drinks industry and specialising in brand awareness through events and social media. The Group also owns 61% of the ordinary share capital of Peppermint Events Limited, with the remaining 39% to be acquired during 2019 or 2020 depending on performance with a further deferred amount payable at that time (see note 16). Peppermint Events Limited provide festival bars and event solutions to entertainment businesses and consumer brands. The Group continues to own 100% of the ordinary share capital of A2 Contractors Limited. The business of this Company is that of construction via sub-contracting. The Group also owns 100% of six dormant subsidiaries, being Matthew Clark Wholesale Bond Limited, Matthew Clark & Sons Limited, Matthew Clark Limited, Bibendum Wine Ireland Limited, Catalyst PLB Brands Limited and Odyssey Intelligence Limited.

Aims and objectives

The Group's ultimate objective is to grow profits and cash flows via a strategy centred on enhancing the customer offering and service. To achieve this, the Group has taken a leadership position in the on-trade market whilst providing a fully composite offering, with a clear wine specialism.

Principal risks and uncertainties:

Competition

The Group's competitors can be broken down into a number of sectors:

- *National independent wholesalers* who offer similar product and service offerings to the Group.
- *Independent regional wholesalers* who, whilst lacking national scope, have strong local distribution and customer bases.
- *Global brewers* who focus on beer distribution with other drinks as service lines and represent the largest volume operators in the market by virtue of their beer volumes.

Legal and regulatory environment

The Group acknowledges that it operates in an environment that has both a developing and increasing regulatory agenda, in the areas of health and safety, quality control, environmental obligations and employee welfare. The Group seeks to ensure that it works in an appropriate manner with the relevant regulatory bodies, obtains recognised accreditations and encourages a proactive approach to changes in the legal environment. In addition, anti-bribery and money laundering policies are regularly reviewed and relevant employees provided the training required to implement them.

Risk/uncertainty

As set out in the Joint Administrators Progress Report dated 26 October 2018 ("the Report") in respect of Conviviality Plc (In administration) (the "Group"), the previous parent company of the Group, PwC stated that:-

"...following the appointment of joint administrators to Conviviality Brands Limited on 4 April 2018, a sale of Brands' shareholdings in Matthew Clark Bibendum (Holdings) Limited and Bibendum BLB (Topco) Limited to C&C Holdings (NI) Limited was completed. The sale allowed for the survival of the main operating entities within the Group's direct business, maintaining the position of its customers and suppliers; and a substantial recovery for secured lenders. The transaction also preserved nearly 2,000 jobs.

The Group had been experiencing short-term cash difficulties due to a combination of investment in the Retail business, systems implementation and integration costs, and working capital pressures. This was exacerbated by forecasting inadequacies. On 8 March 2018, Conviviality Plc announced to the market that it was expecting to fall c.20% short of profit expectations for the year to 30 April 2018. This caused a partial withdrawal of credit insurance which put additional pressure on the cash flow of the business. A further market announcement was made on 14 March 2018 following the identification of a c.£30m tax liability due to HMRC on 29 March 2018 which had not been included in the Group's short term cash forecast and resulted in an unforeseen and immediate funding requirement. The announcement caused a further withdrawal of credit insurance and additional cash pressures. The AIM listed shares in Conviviality Plc were suspended on 14 March 2018. PwC was introduced to the Group on 13 March 2018 to discuss assisting management and to provide working capital and cash flow support. In light of the emerging and immediate funding issues, PwC was engaged on 14 March 2018 to assist the Group with its liquidity challenges, stakeholder management, options analysis and contingency planning should the Group be unable to raise sufficient funding to continue trading.

In order to resolve the immediate funding requirement the Group, supported by its NOMAD (Investec), approached the market and existing shareholders to raise £125m in an attempt to recapitalise the business. However, on 28 March 2018, management and Investec concluded that the £125m equity raise had been unsuccessful. Following the failure to raise the equity required, the Group engaged PwC on 28 March 2018 to run an accelerated sales process for the various businesses.

The directors of various Group companies took the decision to file notices on 29 March 2018 of their intention to appoint administrators, in order to protect the business during this accelerated sales process and maximise returns for creditors. During this time, the board met regularly to assess the financial position, prospects of achieving a sale and sought independent legal advice about continuing to trade.

The best offer received was for the purchase of the shareholdings in Matthew Clark Bibendum (Holdings) Limited and Bibendum PLB (Topco) Limited, owned by Conviviality Brands Limited. Those two companies and all their subsidiaries would remain solvent as a result of a transaction on these terms."

Risk/uncertainty (continued)

Further to the acquisition and events outlined in the Report, the Directors appointed Alix Partners to provide forensic accounting support and a project team from C&C Group Plc to review financial controls. In addition Ernst & Young was appointed as auditor.

It was clear during the period under review the Conviviality Group, of which Matthew Clark Bibendum (Holdings) Limited formed part, experienced a systematic breakdown in financial controls, leading as outlined above to the administration of the Conviviality Group.

A full control regime has been established and reconciliations of all banking, supplier and customer ledgers undertaken and a number of accounting adjustments have been made to previous years, for the reasons outlined above, however, the directors give no opinion as to the performance of the Group stated in the 2017 accounts.

The Group now uses a consistent documented approach in its treatment of risk, ensuring appropriate mitigation over legal, regulatory and financial exposures. Regular management review and strategic exercises seek to identify those areas of risk and uncertainty that need to be addressed and put in place appropriate actions to moderate them.

Measurement

As noted above, with the control breakdown, the performance measurement system failed to identify future cash requirements. The Group has now established performance measurement system that focuses the business on the key levers of sales volume and profit growth, together with cost control and cash generation. Detailed financial information can be found on pages 12 to 56 of these financial statements. A detailed annual planning process ensures that targets relating to business growth and development are set in conjunction with Matthew Clark (Holdings) Group's and C&C Group's long term strategy.

Financial risk management

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The main exposure to credit risk in the Group is represented by receivables owing to the Group. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of those assets, net of any provisions, as disclosed in the Balance Sheet and notes to the financial statements (see note 27).

Given the control breakdown and the failure of the performance management system, the Group found itself in a position whereby it was unable to meet its cash obligations. The Group has subsequently remedied this through the establishment of rolling cash flow forecasting underpinned by the securing of credit insurance and re-financing of borrowing facilities. In addition, all outstanding payments to suppliers and HMRC have been made to date.

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

Employees

Disabled persons

Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Group continues and the appropriate training is arranged. It is the policy of the Group that the training, career development and promotion of a disabled person should, as far as possible, be identical to that of a person who does not suffer from a disability.

Matthew Clark Bibendum (Holdings) Limited (formerly known as Matthew Clark (Holdings) Limited)

Strategic Report for the period from 1 May 2017 to 29 April 2018 (continued)

Employee involvement

Consultation with employees or their representatives has continued at all levels, with the aim of ensuring that views are taken into account when decisions are made that are likely to affect their interests. All employees are communicated the performance of the Group as a whole at appropriate times throughout the year, with additional communications occurring through in-house newsletters and briefing groups.

Impact of conversion to IFRS

For all periods up to and including the period ended 28 February 2015, the Group prepared its financial statements in accordance with United Kingdom Generally Accepted Accounting Standards (UK GAAP). These financial statements for the year ended 29 April 2018 are the first the Group has prepared in accordance with International Financial Reporting Standards (IFRS).

Accordingly, the Group has prepared individual financial statements which comply with IFRS as adopted by the EU for periods ending on or after 29 April 2018, together with comparative period data as at and for the period ended 30 April 2017, as described in the summary of significant accounting policies.

In preparing these financial statements, the Group's opening statement of financial position was prepared as at 1 May 2016 and the financial statements as at and for the period ended 30 April 2017 are explained in the notes to the accounts. The Group has presented a reconciliation of the previously presented UK GAAP numbers to IFRS in note 31. There was no impact on the cash flow statement.

Performance

The financial performance as presented in these statements has been complicated by a number of factors. Firstly, as noted previously, the trade and assets of Bibendum Wine Limited were acquired on 31 July 2017. Further on 4 April 2018 the entire share capital of the Group was acquired by C&C Holdings (NI) Limited. Primarily as a result of the former, reported revenue has increased by 18%, although gross margin has reduced. With the disruption associated with the short term cash difficulties mentioned earlier, trading during the latter part of the period under review was softer. There were also a number of one-off costs, in addition to exceptional costs mainly due to the write off of intercompany lending and transfer of associated debts as explained in note 7. Trading impact and associated costs from disruption in the timeframe leading up to the acquisition by C&C Group, together with one-off costs and accounting policy changes, has led to a decline in operating profit. In the coming year, the Group will continue to be run as separately within the wider C&C Group Plc.

Within Elastic Productions Ltd, gross profit margin has declined from 46% to 42%, however revenue increasing 32% year on year. Peppermint sales have increased 28% on last year, with gross margin improving by 0.5% to 8.2%.

The subsidiary financial statements of Matthew Clark Bibendum Limited and Peppermint Events Limited include prior period adjustments. However, no consolidated financial statements were prepared for the prior period and therefore these adjustments are not separately disclosed here.

Events after reporting date

Since the reporting date, the Company changed its name from Matthew Clark (Holdings) Limited to Matthew Clark Bibendum (Holdings) Limited.

Approved by the Board on 1/02/19 and signed on its behalf by:

....
J Solesbury
Director

Matthew Clark Bibendum (Holdings) Limited (formerly known as Matthew Clark (Holdings) Limited)

Directors Report for the period from 1 May 2017 to 29 April 2018

The Directors present their report together with the financial statements of Matthew Clark Bibendum (Holdings) Limited ("the Group") for the period ended 29 April 2018.

Results and dividends

The Group made a loss after tax and exceptional costs for the period of £146,330,000 (2017: profit of £28,800,000) and paid a dividend to C&C Ireland Limited of £nil (2017: £nil).

A number of accounting policy adjustments have been applied to 2017 numbers, but because of the circumstances detailed within the Strategic Report, the Directors give no opinion on the 2017 performance as presented.

Directors of the group

The Directors who served throughout the year and up to the date of signing of the financial statements except as noted, were as follows:

D Hunter (resigned 19 March 2018)

M Moran (appointed 30 October 2017 and resigned 4 April 2018)

A Humphreys (resigned 30 October 2017)

MT Aylwin (resigned 31 January 2018)

J Solesbury (appointed 4 April 2018)

DG Johnston (appointed 17 April 2018)

A Pozzi (appointed 4 April 2018)

EJ Robertson (appointed 4 April 2018)

Corporate governance

The Board meets regularly and reviews operating performance against the strategic business plan and detailed management budgets. This strategic business plan incorporates all aspects of strategy and associated risks; all proposals for contract variations are vetted before approval against the plan. The Board reserves its own decision on contractual expenditure above a certain amount and associated funding. The Board comprises of 4 directors. Nominations for any changes to Board membership are subject to a member vote at the Group's Annual General Meeting. The Board with help from the Risk and Audit Committee, decides upon the accounting policies which are appropriate for the Group and ensures they are consistently applied.

Political donations

The Group made no political donations nor incurred any political expenditure during the period (2017: £nil).

Going concern

The financial statements have been prepared on going concern basis, which assumes the Group will be able to meet its liabilities as they fall due, for the foreseeable future.

Banking facilities are now in place to cover working capital, capital investment and other corporate requirements. From the period of C&C ownership the Directors have prepared cash flow forecasts and while the nature of the Group's business means that there can be unpredictable variations in the timing of cash flow, taking account of possible changes in the Group's performance, the Directors have concluded that the Group should be able to operate within the level of its current facilities.

In preparing those forecasts, the Directors have taken into account various risks and uncertainties. The principal areas of risk and uncertainties are the impact of the wider economic climate on the achievement of operating targets, in particular projected revenue and gross margins. In addition to these risks and uncertainties, the Group's performance is also impacted by financial and credit risks. The Directors have a documented policy in relation to managing these risks.

The Group has made a loss during the year and is in a net liabilities position as at the year-end date. As such, C&C Group Plc. the Group's ultimate parent undertaking at the date these financial statements are approved, has indicated that it will provide or procure such funds as necessary to enable the Group to settle all liabilities as they fall due for at least the next twelve months from the date of signing the financial statements. Therefore, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Disclosure of information to the auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Group's auditor is unaware; and
- the director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Reappointment of auditor

The auditor, Ernst & Young LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Approved by the Board on 1/02/19 and signed on its behalf by:

....

J Solesbury

Director

Matthew Clark Bibendum (Holdings) Limited (formerly known as Matthew Clark (Holdings) Limited)

Statement of Directors' Responsibilities

The directors are responsible for preparing the Annual 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable International Financial Reporting Standards (IFRSs) as adopted by the European Union 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 group's and the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent Auditor's Report to the members of Matthew Clark Bibendum (Holdings) Limited (formerly known as Matthew Clark (Holdings) Limited)

Qualified Opinion

We have audited the financial statements of Matthew Clark Bibendum (Holdings) Limited ('the parent company') and its subsidiaries (the 'group') for the period ended 29 April 2018 which comprise the Consolidated Profit and Loss Account, the Consolidated and Company Balance Sheet, Consolidated statement of cash flows, the Consolidated and Company statement of changes in equity and the related notes 1 to 31, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report:

- the financial statements give a true and fair view of the group's and of the parent company's affairs as at 29 April 2018 and of the group's loss for the period then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for qualified opinion

The Group has made acquisitions of Matthew Clark Bibendum Limited, Peppermint Limited and Elastic Limited resulting in original goodwill on acquisition of £25.6 million being recorded in the consolidated statement of financial position as at 29 April 2018 and 30 April 2017. The audit evidence available to us supporting this goodwill balance was limited as the acquisitions took place up to eleven years ago and the supporting documentation has not been retained by management. Consequently, we are unable to form an opinion as to whether the original goodwill computed at the date of the respective acquisition is fairly stated in the financial statements.

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the group and parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Independent Auditor's Report to the members of Matthew Clark Bibendum (Holdings) Limited (formerly known as Matthew Clark (Holdings) Limited) (continued)

Other matter
The corresponding figures for the year ended 30 April 2017 are unaudited.

Other information
The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matter prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

Arising from the limitation on our work referred to above:

- we have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- we were unable to determine whether adequate accounting records have been kept.

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

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

Independent Auditor's Report to the members of Matthew Clark Bibendum (Holdings) Limited (formerly known as Matthew Clark (Holdings) Limited) (continued)

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 8, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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 auditor's 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.

Ernst & Young LLP
....
John Howarth (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Bristol

Date: 1-2-19

Matthew Clark Bibendum (Holdings) Limited (formerly known as Matthew Clark (Holdings) Limited)

Consolidated profit and loss account for the period from 1 May 2017 to 29 April 2018

	Note	1 May 2017 to 29 April 2018 £ 000	(Unaudited) Year ended 30 April 2017 £ 000
Revenue	4	1,084,161	907,972
Cost of sales		(963,484)	(794,092)
Gross profit		120,677	113,880
Distribution costs		(60,415)	(43,740)
Administrative expenses		(53,219)	(38,982)
Other operating income	6	-	5,655
Operating profit		7,043	36,813
Exceptional items	7	(154,534)	(5,556)
Finance income	8	-	156
Finance costs	9	(298)	(1,917)
(Loss)/profit before tax		(147,789)	29,496
Income tax receipt/(expense)	12	1,459	(696)
(Loss)/profit for the period		(146,330)	28,800

The above results were derived from continuing operations.

The Group has no other comprehensive income or expense for the year (2017: £nil) other than the results above and therefore, no statement of comprehensive income is presented.

Matthew Clark Bibendum (Holdings) Limited (formerly known as Matthew Clark (Holdings) Limited)

Consolidated balance sheet as at 29 April 2018

	Note	29 April 2018 £ 000	(Unaudited) 30 April 2017 £ 000
Fixed assets			
Intangible assets	14	19,870	27,179
Tangible assets	15	3,877	3,533
		23,747	30,712
Current assets			
Stock	18	53,575	56,892
Debtors: amounts falling due within one year	19	202,558	189,949
Cash at bank and in hand		14,332	1,770
		270,465	248,611
Total assets		294,212	279,323
Current liabilities			
Creditors: amounts falling due within one year	20	(347,196)	(185,275)
Non-current liabilities			
Loans and borrowings	26	(36)	(123)
Provisions for liabilities	21	(5,794)	(6,409)
		(5,830)	(6,532)
Total liabilities		(353,026)	(191,807)
Equity			
Called-up share capital	22	-	-
Share premium		(35,007)	(35,007)
Share-based payment reserve		-	(641)
Capital contribution		-	(1,293)
Accumulated losses/(profits)		93,821	(50,575)
Total equity		58,814	(87,516)
Total equity and liabilities		(294,212)	(279,323)

The financial statements of Matthew Clark Bibendum (Holdings) Limited (registration number: 06133835) were approved by the Board of Directors and authorised for issue on ..1/02/19..

They were signed on its behalf by:

....

J Solesbury

Director

Matthew Clark Bibendum (Holdings) Limited (formerly known as Matthew Clark (Holdings) Limited)

Company balance sheet as at 29 April 2018

	Note	29 April 2018 £ 000	(Unaudited) 30 April 2017 £ 000
Fixed assets			
Investments in subsidiaries	16	70,908	70,908
Total assets		70,908	70,908
Current liabilities			
Creditors: amounts falling due within one year	20	(28,446)	(28,446)
Equity			
Called-up share capital	22	-	-
Share premium		(35,007)	(35,007)
Accumulated (profits)		(7,455)	(7,455)
Total equity		(42,462)	(42,462)
Total equity and liabilities		(70,908)	(70,908)

As permitted by section 408 Companies Act 2006, the company's profit and loss account has not been included in these financial statements. The results for the financial period was £nil (2017: £ loss of 1,301,000).

The financial statements of Matthew Clark Bibendum (Holdings) Limited (registration number: 06133835) were approved by the Board on and authorised for issue on ..1/02/19..

They were signed on its behalf by:

....
J Solesbury
Director

The notes on pages 18 to 56 form an integral part of these financial statements.

Matthew Clark Bibendum (Holdings) Limited (formerly known as Matthew Clark (Holdings) Limited)

Consolidated statement of changes in equity for the period from 1 May 2017 to 29 April 2018

	Called-up share capital £ 000	Share premium £ 000	Share based payments £ 000	Capital contribution £ 000	Retained earnings £ 000	Total equity £ 000
At 1 May 2016	-	35,007	236	1,293	21,775	58,311
Profit for the period	-	-	-	-	28,800	28,800
Total comprehensive income	-	-	-	-	28,800	28,800
Equity-settled share based payments	-	-	405	-	-	405
At 30 April 2017	-	35,007	641	1,293	50,575	87,516
At 1 May 2017	-	35,007	641	1,293	50,575	87,516
Loss for the period	-	-	-	-	(146,330)	(146,330)
Total comprehensive income	-	-	-	-	(146,330)	(146,330)
Other capital movements	-	-	-	(1,293)	1,293	-
Equity-settled share based payments	-	-	(641)	-	641	-
At 29 April 2018	-	35,007	-	-	(93,821)	(58,814)

The notes on pages 18 to 56 form an integral part of these financial statements.

Matthew Clark Bibendum (Holdings) Limited (formerly known as Matthew Clark (Holdings) Limited)

Company statement of changes in equity for the period from 1 May 2017 to 29 April 2018

	Called-up share capital £ 000	Share premium account £ 000	Retained earnings £ 000	Total equity £ 000
At 1 May 2016	-	35,007	8,756	43,763
Loss for the period	-	-	(1,301)	(1,301)
Total comprehensive income	-	-	(1,301)	(1,301)
At 30 April 2017	-	35,007	7,455	42,462
At 1 May 2017	-	35,007	7,455	42,462
Profit/(loss) for the period	-	-	-	-
Total comprehensive income	-	-	-	-
At 29 April 2018	-	35,007	7,455	42,462

Matthew Clark Bibendum (Holdings) Limited (formerly known as Matthew Clark (Holdings) Limited)

Consolidated Statement of Cash Flows for the period from 1 May 2017 to 29 April 2018

	Note	1 May 2017 to 29 April 2018 £ 000	(Unaudited) Year ended 30 April 2017 £ 000
Cash flows from operating activities			
(Loss)/profit for the period		(146,330)	28,800
Adjustments to cash flows from non-cash items			
Impairment of goodwill	14	4,545	3,057
Finance income	9	-	(156)
Finance costs	9	298	1,917
Income tax expense	12	(1,459)	696
Depreciation and amortisation	5	3,247	2,554
Loss on disposal of property plant and equipment	15	-	52
Loss on disposal of intangible assets		-	5
Impairment of intangible assets	14	2,295	-
Impairment of property, plant and equipment	15	-	390
Share based payment transactions		-	405
Assumption of indebtedness - acquisition by C&C Group Plc		41,481	-
Working capital adjustments			
Stock movement	18	3,317	(8,984)
Debtors movement	19	(7,910)	(23,609)
Creditors movement	20, 26	91,643	(9,080)
Decrease in provisions	21	(615)	(4,793)
Income taxes paid	12	(3,571)	(4,618)
Net cash flow from operating activities		(13,059)	(13,364)
Cash flows from investing activities			
Interest received	9	-	156
Interest paid		(298)	(1,917)
Acquisitions of property plant and equipment	15	(1,697)	(2,189)
Acquisition of intangible assets	14	(1,425)	(2,540)
Net cash flows from investing activities		(3,420)	(6,490)
Cash flows from financing activities			
Proceeds from bank borrowings		29,041	14,291
Net cash flows from financing activities		29,041	14,291
Net increase/(decrease) in cash and cash equivalents		12,562	(5,563)
Cash and cash equivalents at 1 May		1,770	7,333
Cash and cash equivalents at 29 April		14,332	1,770

The parent company does not hold cash and therefore no Statement of Cash Flows has been prepared.

1 General information

Matthew Clark Bibendum (Holdings) Limited (formerly known as Matthew Clark (Holdings) Limited) ("the Group") is a private company limited by share capital incorporated and regulated in United Kingdom.

The address of its registered office is:
Whitchurch Lane
Bristol
BS14 OJZ
England

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Company operates.

2 Accounting policies

Statement of compliance
The group financial statements have been prepared in accordance with International Financial Reporting Standards and its interpretations adopted by the EU ("adopted IFRS's").

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

Basis of preparation
The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as endorsed by the European Union, IFRIC Interpretations and those parts of the Companies Act 2006 applicable to companies reporting under IFRS. In the current year, the Company and Group has adopted all of the new and revised Standards and Interpretations issued by the International Accounting Standards Board (the IASB) and the International Financial Reporting Interpretations Committee (the IFRIC) of the IASB that are relevant to its operations and effective for annual reporting periods beginning on 1 January 2016, all of which were endorsed by the European Union.

This is the first period of account for which consolidated financial statements have been prepared under IFRS. Following this transition, goodwill is no longer amortised having been grandfathered as at 1 May 2016. The exemption has been taken not to restate business combinations on conversion to IFRS.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's and Group's accounting policies.

The change in immediate parent company during the period and resultant change in group structure has led to the requirement of a consolidation being completed at the Matthew Clark Bibendum (Holdings) Limited level. An audit exemption was taken in the prior period relating to Matthew Clark Bibendum (Holdings) Limited. As such, no prior period consolidation was performed and the comparative balances disclosed have not been audited.

2 Accounting policies (continued)

Basis of consolidation
The consolidated financial statements include the financial statements of the Group and its subsidiary undertakings made up to 29 April 2018. The acquisition method of accounting has been adopted. Under this method, the results of subsidiary undertakings acquired or disposed of in the year are included in the Consolidated Profit and Loss Account from the date of acquisition or up to the date of disposal. Under section 408 of the Companies Act 2006, the Company is exempt from the requirement to present its own profit and loss account. The Group has treated Peppermint Events Limited as a wholly owned subsidiary as there is an irrevocable commitment to purchase the remaining shareholding, and the Group holds the risk and rewards of future ownership of these shares.

Changes in accounting policy
Amendments to IFRSs that are mandatorily effective for the current period
The following new and revised Standards and Interpretations have been adopted in the current year. Their adoption has not had any significant impact on the amounts reported in these financial statements.

- Annual Improvements to IFRSs: 2012-14 Cycle
- Amendments to IAS 1 Disclosure initiative
- Amendments to IAS 16 and IAS 38 Clarification of Acceptable methods of Depreciation and Amortisation

Application of new and revised International Financial Reporting Standards
The following new standards and amendments of standards have been issued but have not been applied by the Company and Group in these financial statements. Their adoption is not expected to have a material effect on the financial statements unless otherwise indicated:

IFRS 9	Financial Instruments	Effective 1 January 2018
IFRS 15	Revenue from Contracts with Customers (and the related Clarifications)	Effective 1 January 2018
IFRS 16	Leases	Effective 1 January 2019
IFRIC 22	Foreign Currency Transactions and Advance Consideration	Effective 1 January 2018
IFRIC 23	Uncertainty over Income Tax Treatments	Effective 1 January 2019
Amendments to IFRS 2	Classification and Measurement of Share-based Payment Transactions	Effective 1 January 2018
Amendments to IFRS 9	Prepayment Features with Negative Compensation	Effective 1 January 2019
	Annual Improvements to IFRS Standards 2014-2016 Cycle	Effective 1 January 2018

2 Accounting policies (continued)

IFRS 9 'Financial instruments'
IFRS 9 was issued in November 2009 and replaces those parts of IAS 39 relating to the classification and measurement of financial assets. Key features are as follows:

Financial assets are required to be classified into two measurement categories: those to be measured subsequently at fair value, and those to be measured subsequently at amortised cost. The decision is to be made at initial recognition. The classification in the financial statements depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument.

An instrument is subsequently measured at amortised cost only if it is a debt instrument and (i) both the objective of the entity's business model is to hold the asset to collect the contractual cash flows, and (ii) the assets contractual cash flows represent only payments of principal and interest (that is, it has only 'basic loan features'). All other debt instruments are to be measured at fair value through profit or loss.

All equity instruments are to be measured subsequently at fair value. Equity instruments that are held for trading will be measured at fair value through profit or loss. For all other equity investments, an irrevocable election can be made at initial recognition, to recognize unrealised and realised fair value gains and losses through Other comprehensive income rather than profit or loss. There is to be no recycling of fair value gains and losses to profit or loss. This election may be made on an instrument-by-instrument basis. Dividends are to be presented in profit or loss, as long as they represent a return on investment.

IFRS 15 'Revenue from Contracts with Customers'
The core principle of IFRS 15 is for companies to recognise revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration (that is, payment) to which the Company and Group expects to be entitled in exchange for those goods or services. IFRS 15 will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively (for example, service revenue and contract modifications) and improve guidance for multiple-element arrangements. IFRS 15 is effective for annual periods starting on or after 1 January 2018.

IFRS 16 'Leases'
IFRS 16 will replace IAS 17 and applies to all leases including subleases. The standard eliminates the classification by a lessee of leases as either operating or finance. All leases will instead be treated similarly to that of finance leases in accordance with IAS 17. The standard is expected to become effective for accounting periods beginning on 1 January 2019. Early application is permitted if IFRS 15 is also applied.

2 Accounting policies (continued)

The Company and Group are required to adopt IFRS 9 Financial Instruments and IFRS 15 Revenue from Contracts with Customers from 29 April 2018. The Company and Group are currently assessing the estimated impact that the initial application of IFRS 9 and IFRS 15 will have on its financial statements. The actual impacts of adopting these standards at 29 April 2018 may change because:

• The assessment made is preliminary as not all transition work requirements have been finalised and therefore may be subject to adjustment;
• The new standards may require the Company and Group to revise its accounting processes and internal controls, and these changes are not yet complete; and
• The new accounting policies are subject to change until the Company and the Group presents their first financial statements that include the date of initial application.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company or the Group.

Changes in accounting policy
The Group has presented its accounts in accordance with full International Financial Reporting Standards (IFRS) this year.

None of the standards, interpretations and amendments which are effective for periods beginning after 1 May 2017 and which have not been adopted early, are expected to have a material effect on the financial statements.

Foreign currency transactions and balances
Transactions in foreign currencies are translated to the Company's and Group's functional currencies at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

2 Accounting policies (continued)

Going concern

The financial statements have been prepared on going concern basis, which assumes the Group will be able to meet its liabilities as they fall due, for the foreseeable future.

Banking facilities are in place to cover working capital, capital investment and other corporate requirements. The Directors have prepared cash flow forecasts and while the nature of the Group's business means that there can be unpredictable variations in the timing of cash flow, taking account of possible changes in the Group's performance, the Directors have concluded that the Group should be able to operate within the level of its current facilities.

In preparing those forecasts, the Directors have taken into account various risks and uncertainties. The principal areas of risk and uncertainties are the impact of the wider economic climate on the achievement of operating targets, in particular projected revenue and gross margins. In addition to these risks and uncertainties, the Group's performance is also impacted by financial and credit risks. The Directors have a documented policy in relation to managing these risks.

The Group has made a loss during the year and is in a net liabilities position as at the year-end date. As such, C&C Group Plc. the Group's ultimate parent undertaking at the date these financial statements are approved, has indicated that it will provide or procure such funds as necessary to enable the Group to settle all liabilities as they fall due for at least the next twelve months from the date of signing the financial statements. Therefore, the Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Revenue

Revenue from the sale of goods includes excise and import duties which the Group pays as principal but excludes amounts collected on behalf of third parties, such as value added tax. Sales are recognised depending upon individual Customer terms at the time of despatch, delivery or some other specified point when the risk of loss transfers. Provision is made for returns where appropriate.

Revenue is recognised from operation of temporary licensed bars, cash point machine transactions, sponsorship and management charges on a straight line basis over the contract.

Expenses

Operating lease payments

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease. Lease Incentives received are recognised in the profit and loss account as an integral part of the total lease expense.

Interest receivable and Interest payable

Interest payable and similar charges include interest payable and unwinding of any discount on provisions. Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that a substantial time to be prepared for use, are capitalised as pan of the cost of that asset. Other interest receivable and similar income include interest receivable on finds invested. Interest Income and interest payable is recognised in profit or loss as it accrues, using the effective interest method.

2 Accounting policies (continued)

Tax
The tax expense represents the sum of tax currently payable and deferred tax.

Current tax
The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's and Group's liabilities for current tax are calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax
Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company and Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company and Group intend to settle their current tax assets and liabilities on a net basis.

Current and deferred tax for the year
Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Tangible assets
Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets.

2 Accounting policies (continued)

Depreciation

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Land is not depreciated. The estimated useful lives are as follows:

Asset class	Depreciation method and rate
Freehold buildings	between 5 to 33 years
Leasehold buildings and improvements	length of lease
Fixtures and fittings	between 5 to 15 years
Computer equipment	between 2 to 5 years
Plant, machinery and vehicles	between 2 to 25 years

No depreciation is provided on assets in the course of construction until the asset is brought into use.

Depreciation methods, useful lives and residual values are reviewed at each balance sheet date.

Intangible assets

Intangible fixed assets are stated at cost less accumulated amortisation and less accumulated impairment losses.

Goodwill

Goodwill arising on the acquisition of subsidiary undertakings, representing any excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired, is capitalised. Goodwill is stated at cost less any impairment losses. The carrying amount of goodwill is reviewed at each balance sheet date to determine whether there is any indication of impairment. Goodwill is considered for impairment testing if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows. If any such indication exists, the recoverable amount of goodwill is estimated. An impairment loss is recognised whenever the carrying amount of goodwill exceeds its recoverable amount. Impairment losses are recognised in the profit and loss account. The recoverable amount of goodwill is the greater of their fair value less costs to sell and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a discount rate.

Amortisation

Amortisation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of intangible assets unless such lives are Indefinite. Intangible assets with an indefinite useful life and goodwill are systematically tested for impairment at each balance sheet date. Other intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

Asset class	Amortisation method and rate
Website development	between 3 to 5 years
Internally generated software development	between 3 to 5 years

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

2 Accounting policies (continued)

Trade receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade receivables is established when there is objective evidence that the Company and Group will not be able to collect all amounts due according to the original terms of the receivables.

Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Leasing and hire purchase commitments

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful economic life. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

2 Accounting policies (continued)

Defined contribution pension obligation
Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due. Payments made to state-managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Company's and Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

Share based payments
Where the Company's parent grants rights to its equity instruments to the Group's or the Company's employees, which are accounted for as equity-settled in the consolidated accounts of the parent, the Group or the Company as the case may be account for these share-based payments as equity-settled. Amounts recharged by the parent are recognised as a recharge liability with a corresponding debit to equity.

The grant date fair value of share-based payments awards granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees become unconditionally entitled to the awards. The fair value of the awards granted is measured using an option valuation model, taking into account the terms and conditions upon which the awards were granted. The amount recognised as an expense is adjusted to reflect the actual number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Financial instruments
Financial assets and financial liabilities are recognised in the Company's and Group's balance sheet when the Company and Group becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Foreign exchange derivative contracts are recognised at fair value through profit or loss, with hedge accounting not being applied.

Financial assets
All financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

Financial assets are classified into the following specified categories: financial assets 'at fair value through profit or loss' (FVTPL), 'held-to-maturity' investments, 'available-for-sale' (AFS) financial assets and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

2 Accounting policies (continued)

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

For listed and unlisted equity investments classified as AFS, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, including redeemable notes classified as AFS and finance lease receivables, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Company's and Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 60 days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment is the differences between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

With the exception of AFS equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of AFS equity securities, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. In respect of AFS debt securities, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

Financial liabilities and equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

2 Accounting policies (continued)

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company and the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's and Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's and Group's own equity instruments.

Financial liabilities
Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

3 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's and Group's accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following significant estimates were used in preparing these financial statements:

Retrospective discounts
In determining the required accrual at a point in time for retrospective discount arrangements including steps or ratchets, estimates can be necessary in relation to anticipated volumes/sales levels to occur over the full length of the arrangement. For renewed arrangements sales history is used to inform these estimates, with new arrangements being accrued on a prudent basis and reviewed cyclically throughout the length of the arrangement.

Bad debt provisions
The provision for doubtful debt is calculated on a specific basis, however judgement is required to determine the likelihood of a balance being recovered, based on the most recent and accurate information available.

Stock provisions
Provision for stock obsolescence requires judgement in relation to the future market demand for stock lines, which determines whether the stock can be sold at above cost. The provision is calculated on a line by line basis, based on recent sales information and known market trends, with judgement being applied in these areas.

3 Critical accounting judgements and key sources of estimation uncertainty (continued)

Taxation

The recognition or non-recognition of deferred tax assets as appropriate also requires judgement as it involves an assessment of the future recoverability of those assets. The recognition of deferred tax assets is based on management's judgement and estimate of the most probable amount of future taxable profits and taking into consideration applicable tax legislation in the relevant jurisdiction.

There are many transactions and calculations during the ordinary course of business, for which the ultimate tax determination is uncertain and the complexity of the tax treatment may be such that the final tax charge may not be determined until a formal resolution has been reached with the relevant tax authority which may take extended time periods to conclude. The ultimate tax charge may, therefore be different from that which initially is reflected in the Group's consolidated tax charge and provision and any such differences could have a material impact on the Group's income tax charge and consequently financial performance. The determination of the provision for income tax is based on management's understanding of the relevant tax law and judgement as to the appropriate tax charge, and management believe that all assumptions and estimates used are reasonable and reflective of the tax legislation in jurisdictions in which the Group operates. Where the final tax charge is different from the amounts that were initially recorded, such differences are recognised in the income tax provision in the period in which such determination is made.

Goodwill impairment

If objective evidence is present that goodwill should be impaired, management are required to make an estimate as to the recoverable amount of goodwill. Cash flow forecasts and projections including the most recently available information are used to assist in this estimation, however the estimates do include uncertainty.

4 Revenue

Revenue consists entirely, in the current period/prior year, of sales in the United Kingdom.

The analysis of the group's revenue for the period from continuing operations is as follows:

	1 May 2017 to 29 April 2018 £ 000	(Unaudited) Year ended 30 April 2017 £ 000
Sale of goods	1,079,359	904,326
Services provided	4,802	3,646
	1,084,161	907,972

5 Expenses and auditor's remuneration

Included in profit/loss are the following:

	Note	1 May 2017 to 29 April 2018 £ 000	(Unaudited) Year ended 30 April 2017 £ 000
Impairment on tangible assets	15	-	390
Impairment on intangible assets	14	6,840	3,057
Depreciation on tangible assets	15	1,353	1,062
Amortisation on intangible assets	14	1,894	1,492
Operating lease expense		9,332	8,144
Foreign exchange losses/(gains)		1,006	(2,345)

Auditor's remuneration	1 May 2017 to 29 April 2018 £ 000	(Unaudited) Year ended 30 April 2017 £ 000
Audit of these financial statements	4	52
Audit fee relating to subsidiaries	696	-
Agreed upon procedures	100	-
	800	52

6 Other operating income

The analysis of the group's other operating income for the period is as follows:

	1 May 2017 to 29 April 2018 £ 000	Year ended 30 April 2017 £ 000
Other operating income	-	5,655

Other operating income is derived from sale of buildings.

7 Exceptional items

	1 May 2017 to 29 April 2018 £ 000	(Unaudited) Year ended 30 April 2017 £ 000
The exceptional costs recognised are analysed as follows:		
Write off of intercompany loans with Conviviality Plc	92,060	-
Assumption of indebtedness following acquisition by C&C Group	48,090	-
Costs associated with the integration of Bibendum Wine Limited	3,460	-
Costs associated with the integration by Conviviality Plc	-	1,649
Other non-recurring events and projects	3,780	850
Redundancy costs	2,599	-
Impairment of goodwill	4,545	3,057
	154,534	5,556

Write off of intercompany loans with Conviviality Plc
The Company's ultimate controlling party was Conviviality Plc until 4 April 2018. On 5 April 2018 Conviviality Plc went into administration, the Company have therefore written off intercompany loans due from Conviviality Plc of £92,060,000.

Assumption of indebtedness following acquisition by C&C Group Plc
On the 4th of April 2018, C&C Holdings (NI) Limited acquired the entire issued share capital of Matthew Clark Bibendum (Holdings) Limited, which is the immediate parent company of Matthew Clark Bibendum Limited. Simultaneously, Matthew Clark Bibendum Limited agreed to accept an assumption of a part of the previous owners indebtedness to its banks in return for Matthew Clark Bibendum Limited being released from its obligations to make future repayment(s), to provide security and/or act as guarantor connected to the Group's banking facilities.

Costs associated with the integration of Bibendum Wine Limited
On 31 July 2017, The Company acquired the trade & assets of Bibendum Wine Limited. Costs associated with the integration of this company such as consultancy fees have been included within exceptional items.

Other non-recurring events and projects
Other non-recurring events and projects consist of impairment of certain assets in Conviviality Plc's name, compensation claims relating to disruption in trade during the year, costs committed to aborted projects under new ownership, and additional exceptional fees incurred in the year.

Redundancy costs
Redundancy costs associated with the change in business structure have been treated as exceptional in the period.

Prior year exceptional costs
In the year ended 30 April 2017, the costs associated with the integration by Conviviality Plc included consultancy costs associated with the generation of buying, logistics and organisational synergies. Other non-recurring events and projects consisted of committed costs in relation to depot moves and impairment of certain assets.

7 Exceptional items (continued)

Impairment of investment and goodwill
Management have performed a strategic review of Peppermint Events and believe the carrying value of the investment and goodwill cannot be justified.

8 Finance income

	1 May 2017 to 29 April 2018 £ 000	(Unaudited) Year ended 30 April 2017 £ 000
Interest income on bank deposits	-	156

9 Finance costs

	1 May 2017 to 29 April 2018 £ 000	(Unaudited) Year ended 30 April 2017 £ 000
Interest on bank overdrafts and borrowings	283	576
Loss on financial instruments designated as fair value through profit or loss	-	1,322
Finance lease interest	15	19
	298	1,917

10 Staff costs

The average number of persons employed by the group (including directors) during the period, analysed by category was as follows:

	1 May 2017 to 29 April 2018 No.	(Unaudited) Year ended 30 April 2017 No.
Administration and support	520	456
Selling and distribution	1,400	1,069
	1,920	1,525

10 Staff costs (continued)

The aggregate payroll costs (including directors' remuneration) were as follows:

	1 May 2017 to 29 April 2018 £ 000	(Unaudited) Year ended 30 April 2017 £ 000
Wages and salaries	54,226	42,224
Social security costs	5,864	4,463
Other pension costs	1,800	1,348
	61,890	48,035

11 Directors' remuneration

No Directors' remuneration was paid in the current or prior year within Matthew Clark Bibendum (Holdings) Limited, emoluments are borne by other Group companies, details of which can be found in note 29.

12 Income tax

Tax charged/(credited) for the period in the profit and loss account:

	1 May 2017 to 29 April 2018 £ 000	(Unaudited) Year ended 30 April 2017 £ 000
Current taxation		
Current tax on (loss)/profits for the period	246	2,889
Adjustment in respect of prior periods	(1,164)	(2,042)
Total current tax	(918)	847
Deferred taxation		
Current period	(637)	(189)
Adjustment in respect of previous periods	28	-
Effect of changes in tax rates	68	38
Total deferred taxation (see note 12)	(541)	(151)
Tax per profit and loss account	(1,459)	696

The tax on (loss)/profit before tax for the period is higher than the standard rate of corporation tax in the UK (2017 - lower than the standard rate of corporation tax in the UK) of 19% (2017 - 19.92%).

12 Income tax (continued)

The differences are reconciled below:

	1 May 2017 to 29 April 2018 £ 000	(Unaudited) Year ended 30 April 2017 £ 000
(Loss)/profit before tax	(147,789)	29,496
Tax on loss at standard UK rate of 19.00% (2017: 19.92%)	(28,080)	5,876
Adjustments in respect of previous periods	(1,136)	(2,042)
Deferred tax amounts not recognised	276	71
Effects of group relief	-	(3,854)
Expenses not deductible	27,692	369
Income not taxable	(492)	-
Tax rate changes	68	38
Utilisation of losses brought forward	-	(24)
Share options	48	-
Transfer pricing adjustments	165	262
Tax (credit)/expense for the period	(1,459)	696

The Finance (No 2) Act 2015, which provides for reductions in the main rate of corporation tax from 20% to 19% effective from 1 April 2017 and to 18% effective from 1 April 2020, was substantively enacted on 26 October 2015. Subsequently, the Finance Act 2016, which provides for a further reduction in the main rate of corporation tax to 17% effective from 1 April 2020, was substantively enacted on 6 September 2016. These rate reductions have been reflected in the calculation of deferred tax at the balance sheet date.

13 Deferred tax

Group

Movements in deferred taxation during the current period are as follows:

	£ 000
Provision at start of period	(330)
Adjustment in respect of prior periods	28
Deferred tax charge to profit and loss for the period	(569)
Provision at end of period	(871)

Deferred tax asset:

	£ 000
Fixed assets	(850)
Temporary differences trading	(21)
	(871)

13 Deferred tax (continued)

Unrecognised deferred tax assets

Deferred tax assets may arise in connection with the loan and transfers of associated debt costs disclosed in note 7, Exceptional items. Due to the complexity and uncertainty of the tax treatment in connection with these exceptional costs at present no deferred tax asset had been recognised in respect of these items. The potential asset relates to costs of £41,481,000 expensed during the period.

The tax amount of unrecognised deferred tax asset at the Balance Sheet date is £505,000.

14 Intangible assets

Group

	Goodwill £ 000	Computer Software £ 000	Assets in course of construction £ 000	Website £ 000	Total £ 000
Cost					
At 1 May 2017	25,639	18,025	1,301	6	44,971
Additions	-	-	1,406	19	1,425
Transfers	-	2,542	(2,542)	-	-
Disposals	-	(235)	-	-	(235)
At 29 April 2018	25,639	20,332	165	25	46,161
Amortisation					
At 1 May 2017	3,057	14,733	-	2	17,792
Amortisation charge	-	1,887	-	7	1,894
Amortisation eliminated on disposals	-	(235)	-	-	(235)
Impairment	4,545	2,295	-	-	6,840
At 29 April 2018	7,602	18,680	-	9	26,291
Carrying amount					
At 29 April 2018	18,037	1,652	165	16	19,870
At 30 April 2017	22,582	3,292	1,301	4	27,179

14 Intangible assets (continued)

	Goodwill £ 000	Computer software £ 000	Assets in course of construction £ 000	Website £ 000	Total £ 000
Cost					
At 1 May 2016	25,639	16,802	-	-	42,441
Additions	-	-	2,534	6	2,540
Transfers	-	1,233	(1,233)	-	-
Disposals	-	(10)	-	-	(10)
At 30 April 2017	25,639	18,025	1,301	6	44,971
Amortisation					
At 1 May 2016	-	13,248	-	-	13,248
Amortisation charge	-	1,490	-	2	1,492
Amortisation eliminated on disposals	-	(5)	-	-	(5)
Impairment	3,057	-	-	-	3,057
At 30 April 2017	3,057	14,733	-	2	17,792
Carrying amount					
At 30 April 2017	22,582	3,292	1,301	4	27,179
At 1 May 2016	25,639	3,554	-	-	29,193

Impairment of goodwill during the current and prior period is associated with Peppermint Events Limited as detailed in note 7.

Company
The Company did not have any intangible assets at period end (2017: none).

15 Property, plant and equipment

Group

	Buildings and building improvements £ 000	Properties under construction £ 000	Cash point machines £ 000	Furniture, fittings and equipment £ 000	Computer equipment £ 000	Office equipment £ 000	Plant machinery and vehicles £ 000	Total £ 000
Cost								
At 1 May 2017	3,900	543	327	898	3,410	105	1,907	11,090
Additions	86	839	183	4	26	15	544	1,697
Disposals	-	-	-	(311)	(44)	-	-	(355)
Transfers	313	(1,382)	-	106	754	-	209	-
At 29 April 2018	4,299	-	510	697	4,146	120	2,660	12,432
Depreciation								
At 1 May 2017	2,699	-	47	794	2,772	83	1,162	7,557
Charge for the year	310	-	84	43	489	13	414	1,353
Eliminated on disposal	-	-	-	(311)	(44)	-	-	(355)
At 29 April 2018	3,009	-	131	526	3,217	96	1,576	8,555
Carrying amount								
At 29 April 2018	1,290	-	379	171	929	24	1,084	3,877
At 30 April 2017	1,201	543	280	104	638	22	745	3,533

15 Property, plant and equipment (continued)

	Buildings and building improvements £ 000	Properties under construction £ 000	Cash point machines £ 000	Furniture, fittings and equipment £ 000	Computer equipment £ 000	Office equipment £ 000	Plant machinery and vehicles £ 000	Total £ 000
Cost								
At 1 May 2016	3,502	1,106	-	881	3,157	76	1,519	10,241
Additions	-	1,592	327	6	6	31	227	2,189
Disposals	(421)	(636)	-	(82)	(28)	(2)	(171)	(1,340)
Transfers	818	(1,519)	-	94	275	-	332	-
At 30 April 2017	3,899	543	327	899	3,410	105	1,907	11,090
Depreciation								
At 1 May 2016	2,820	279	-	860	2,329	58	1,047	7,393
Charge for period	269	-	-	16	471	26	280	1,062
Eliminated on disposal	(416)	(637)	47	(81)	(30)	(1)	(170)	(1,288)
Impairment	27	358	-	-	-	-	5	390
At 30 April 2017	2,700	-	47	795	2,770	83	1,162	7,557
Carrying amount								
At 30 April 2017	1,199	543	280	104	640	22	745	3,533
At 1 May 2016	682	827	-	21	828	18	472	2,848

Company

The Company did not have any tangible assets at period end (2017: none).

16 Investments

Summary of the company investments

	29 April 2018	(Unaudited) 30 April 2017
	£ 000	£ 000
Investments in subsidiaries	70,908	70,908

Subsidiaries	**£ 000**
Cost or valuation	
At 1 May 2017	70,908
At 29 April 2018	70,908
Provision	
Carrying amount	
At 29 April 2018	70,908
At 30 April 2017	70,908

Matthew Clark Bibendum (Holdings) Limited continues to indirectly hold 61% of the ordinary share capital of Peppermint Events Limited. The remaining 39% is to be acquired during 2019 or 2020 depending on performance with a further deferred amount payable at that time. The balance of this deferred consideration was reviewed during the year and was recalculated based on updated forecasts to reflect fair value. Management have performed a strategic review of Peppermint Events and believe the carrying value cannot be fully justified.

The undertakings in which the Company's interest at the year-end is more than 20% are as follows:

Subsidiary undertakings	**Country of incorporation**	**Registered address**	**Principal activity**	**Class and percentage of shares held**
Matthew Clark Bibendum Limited*	England & Wales	Whitchurch Lane, Bristol, BS 14 OJZ	**Drinks distributor**	100% ordinary share capital
The Wine Studio Limited*	England & Wales	Whitchurch Lane, Bristol, BS 14 OJZ	**Dormant**	100% ordinary share capital
Matthew Clark (Scotland) Limited*	Scotland	161 Duke Street, Glasgow, G4 0UL	**Dormant**	100% ordinary share capital
Elastic Productions Limited	England & Wales	Whitchurch Lane, Bristol, BS 14 OJZ	**Event management**	100% ordinary share capital
Peppermint Events Limited	England & Wales	Whitchurch Lane, Bristol, BS 14 OJZ	**Event management**	61% ordinary share capital

16 Investments (continued)

Subsidiary undertakings	Country of incorporation	Registered address	Principal activity	Class and percentage of shares held
A2 Contractors Limited	England & Wales	Whitchurch Lane, Bristol, BS 14 OJZ	Construction	100% ordinary share capital
Catalyst PLB Brands Limited	England & Wales	Whitchurch Lane, Bristol, BS 14 OJZ	Dormant	100% ordinary share capital
Matthew Clark Wholesale Bond Limited	England & Wales	Whitchurch Lane, Bristol, BS 14 OJZ	Dormant	100% ordinary share capital
Matthew Clark & Sons Limited	England & Wales	Whitchurch Lane, Bristol, BS 14 OJZ	Dormant	100% ordinary share capital
Matthew Clark Limited	England & Wales	Whitchurch Lane, Bristol, BS 14 OJZ	Dormant	100% ordinary share capital
Odyssey Intelligence Limited	England & Wales	Whitchurch Lane, Bristol, BS 14 OJZ	Dormant	100% ordinary share capital
Bibendum Wine Ireland Limited	Ireland	Keeper Road, Crumlin, Dublin 12, Ireland.	Dormant	100% ordinary share capital

* Denotes direct subsidiary of the Company

All above mentioned Companies have a period end date of 29th April 2018, other than A2 Contractors Limited which has a 28th February period end, due to the date of commencement of Company trading.

17 Acquisition

On 31 July 2017, the Group acquired the trade & assets of Bibendum Wine Limited. The consideration payable to the seller was satisfied by the issue of Consideration Loan Notes. The price payable was equal to the aggregate book value of the assets less the aggregate book value of the liabilities acquired. The accounting used for the acquisition was that of an intra-group reconstruction and was therefore at book value. The principal activity of Bibendum Wine Limited is the distribution of wine, beer and spirits.

To acquire the trade & assets of Bibendum Wine Limited, the Company incurred £32,958 of costs, net of VAT.

17 Acquisition (continued)

	29 April 2018 £ 000
Assets and liabilities acquired	
Inventories	18,266
Trade and other receivables	45,926
Intercompany acquired	(4,037)
Cash and cash equivalents	(18,536)
Trade and other payables	(45,669)
Net identifiable assets/(liabilities)	(4,050)
Initial consideration received	4,050
Non-controlling interest	-
Goodwill on acquisition	-

18 Stock

	Group		Company	
	29 April 2018 £ 000	(Unaudited) 30 April 2017 £ 000	29 April 2018 £ 000	(Unaudited) 30 April 2017 £ 000
Finished goods for resale	53,575	56,892	-	-

The value of stock charged to cost of sales amounted to £942,972,000 (2017: £773,871,000).

19 Debtors: amounts falling due within one year

	Group		Company	
	29 April 2018 £ 000	(Unaudited) 30 April 2017 £ 000	29 April 2018 £ 000	(Unaudited) 30 April 2017 £ 000
Trade debtors	149,823	89,602	-	-
Amounts owed by group undertakings	21,421	82,196	-	-
Loans to related parties	9	11	-	-
Other debtors	18,520	13,040	-	-
Prepayments and accrued income	7,757	4,771	-	-
Corporation tax debtor	4,157	-	-	-
Deferred tax asset	871	329	-	-
	202,558	189,949	-	-

Amounts owed by Group undertakings are receivable on demand.

20 Creditors: amounts falling due within one year

	Group		Company	
	29 April 2018 £ 000	(Unaudited) 30 April 2017 £ 000	29 April 2018 £ 000	(Unaudited) 30 April 2017 £ 000
Bank loans and overdrafts	144	6,005	-	-
Balance owed to banks in respect of settlement agreement	70,461	-	-	-
Trade creditors	164,792	137,278	-	-
Amounts owed to group undertakings	40,731	-	28,446	28,446
Social security and other taxes	46,491	17,379	-	-
Other creditors	16,414	12,976	-	-
Accrued expenses	7,883	11,026	-	-
Income tax creditor	280	611	-	-
	347,196	185,275	28,446	28,446

Amounts owed to Group undertakings are payable on demand and non-interest bearing.

On the 4th of April 2018, C&C Holdings (NI) Limited acquired the entire issued share capital of Matthew Clark Bibendum (Holdings) Limited. Simultaneously, Matthew Clark Bibendum Limited, a subsidiary of the Group, agreed to accept an assumption of a part of the previous owners indebtedness to its banks in return for Matthew Clark Bibendum Limited being released from its obligations to make future repayment(s), to provide security and/or act as guarantor connected to the Group's banking facilities.

21 Other provisions

Group

	Property	Deferred consideration	Other	Total
	£ 000	£ 000	£ 000	£ 000
At 1 May 2017	3,314	3,095	-	6,409
Charged	-	-	2,480	2,480
Increase/ (decrease) in existing provisions	-	(3,095)	-	(3,095)
At 29 April 2018	3,314	-	2,480	5,794

Property provisions relate to a number of properties used in the Group's business. They include amounts in respect of onerous rental expenses and dilapidations for leases expiring between the balance sheet date and 2028.

Other provisions relate to vehicle return costs, in addition to costs associated with, the disruption in the lead up to acquisition by C&C Group Plc.

The Group has agreed to pay deferred consideration on the purchase of Peppermint Events Limited, based on the performance of the Group over the subsequent four financial years at both an EBITDA and cash generation level. The balance of this deferred consideration was reviewed during the year and was recalculated based on updated forecasts to reflect fair value. The payment is now estimated to be £nil.

22 Share capital

Group and Company

	29 April 2018	(Unaudited) 30 April 2017
	£	£
Allotted, called up and fully paid		
5,002 'A' ordinary shares of £0.01 each	50	50
5,002 'B' ordinary shares of £0.01 each	50	50
	100	100

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

23 Commitments

Group

Finance leases

2018	Minimum lease payments £ 000
Within one year	123
In two to five years	38
	161

2017	(Unaudited) Minimum lease payments £ 000
Within one year	126
In two to five years	128
	254

Operating leases

The total future value of minimum lease payments is split as follows:

	29 April 2018 £ 000	(Unaudited) 30 April 2017 £ 000
Within one year	8,352	8,359
In two to five years	18,136	23,151
In over five years	4,942	16,838
	31,430	48,348

Non-cancellable operating lease rentals are payable as follows:

	Plant and machinery		Vehicles	
	29 April 2018 £ 000	(Unaudited) 30 April 2017 £ 000	29 April 2018 £ 000	(Unaudited) 30 April 2017 £ 000
Within one year	287	571	3,718	3,870
In the second to fifth years	308	458	5,681	9,073
Over five years	-	-	-	364
	595	1,029	9,399	13,307

23 Commitments (continued)

In addition, the Group leases certain land and buildings on short term leases. The total commitments under these non-cancellable operating leases, which are subject to renegotiation at various intervals specified in the leases and in respect of which the Group pays all insurance, maintenance and repairs, are as follows:

	29 April 2018 £ 000	(Unaudited) 30 April 2017 £ 000
Within one year	4,347	3,918
In second to fifth years	12,147	13,620
Over five years	4,942	16,474
	21,436	34,012

24 Group VAT registration

The Company is a member of the Group VAT registration and is therefore jointly liable for the other Group Companies' outstanding VAT liability. The outstanding liability as at 29 April 2018 was £29,447,000 (2017: £11,211,000).

25 Pension and other schemes

The Group operates a defined contribution pension scheme. The pension cost charge for the period represents contributions payable by the Group to the scheme and amounted to £1,801,000 (2017 - £1,348,000).

Contributions totalling £1,785,000 (2017 - £1,344,000) were payable to the scheme at the end of the period and are included in creditors.

26 Loans and borrowings

	Group		Company	
	29 April 2018 £ 000	(Unaudited) 30 April 2017 £ 000	29 April 2018 £ 000	(Unaudited) 30 April 2017 £ 000
Non-current loans and borrowings				
Finance lease liabilities	36	123	-	-

The loans and borrowings classified as financial instruments are disclosed in the financial instruments note.

The Group's exposure to market and liquidity risk; including maturity analysis, in respect of loans and borrowings is disclosed in the financial risk management and impairment note.

27 Financial instruments

Group

Fair value measurement

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When measuring the fair value of an asset or liability, the Group uses observable market data as far as possible. The following tables show the carrying amounts and fair values of the 's financial assets and liabilities.

Financial assets

Loans and debtors

	Carrying value		Fair value	
		(Unaudited)		(Unaudited)
	29 April 2018	30 April 2017	29 April 2018	30 April 2017
	£ 000	£ 000	£ 000	£ 000
Cash and cash equivalents	14,332	1,769	14,332	1,769
Trade and other debtors	202,558	189,949	202,558	189,949
	216,890	191,718	216,890	191,718

Financial liabilities

Financial liabilities at amortised cost

	Carrying value		Fair value	
		(Unaudited)		(Unaudited)
	29 April 2018	30 April 2017	29 April 2018	30 April 2017
	£ 000	£ 000	£ 000	£ 000
Trade and other payables	276,591	179,270	276,591	179,270
Loans and borrowings	70,605	6,005	70,605	6,005
	347,196	185,275	347,196	185,275

Group

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management. The Board is responsible for developing and monitoring the Group's policies to risk management.

The Board of Directors aims to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls to monitor risks and adherence to limits. The policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group's Audit Committee oversees how Management monitors compliance with the Group's risk management policies and procedures.

27 Financial instruments (continued)

Credit risk and impairment

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables.

The Group's exposure to credit risk is influenced mainly by individual characteristics of each customer. However, Management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Group has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, and trade references where appropriate. There is market and regional variation in relation to the concentration of credit risk, with upfront payments used to negate this risk where required. The Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables.

From time to time, the Group holds significant cash balances, which are invested on a short-term basis and disclosed under cash in the Balance Sheet. Risk of counterparty default arising on short-term cash deposits is controlled within a framework of dealing primarily with banks who are members of the C&C Group's banking syndicate, and by limiting the credit exposure to any one of these banks or institutions. Management does not expect any counterparty to fail to meet its obligations.

The carrying amount of financial assets represents the maximum credit exposure.

Loans and receivables credit risk exposure and management

2018	Maximum amount of exposure £000	Provision for doubtful debt £ 000	Carrying value £000
Trade and other receivables	208,004	(5,446)	202,558

2017 (Unaudited)	Maximum amount of exposure £000	Provision for doubtful debt £ 000	Carrying value £000
Trade and other receivables	190,724	(775)	189,949

The provision for impairment of trade receivables (analysed below) is the difference between the carrying value and the present value of the expected proceeds. Management believes that the unimpaired amounts that are past due but not impaired are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

27 Financial instruments (continued)

Age of trade receivables that are past due but not impaired

	29 April 2018 £ 000	(Unaudited) 30 April 2017 £ 000
Up to 30 days	55,842	9,887
30 to 90 days	17,821	526
Over 90 days	8,203	41
	81,866	10,454

Changes in Group ownership and the associated events during April 2018 led to a deterioration in the ageing profile of receivables past due but not impaired. Since the balance sheet date, the ageing of these balances has returned to historical levels.

Age of impaired trade receivables

	29 April 2018 £ 000	(Unaudited) 30 April 2017 £ 000
Up to 30 days	-	-
30 to 90 days	-	620
Over 90 days	5,446	155
	5,446	775

Movements in provision for doubtful debt

	Provision for doubtful debt 2018 £ 000	(Unaudited) Provision for doubtful debt 2017 £ 000
At start of year	775	675
Charged to the Income Statement	1,368	1,411
Utilised during the year	(617)	(1,311)
Transfer of trade and assets of Bibendum Wine Limited	3,920	-
At end of year	5,446	775

Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates will affect the Group's income or expenditure. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

27 Financial instruments (continued)

Foreign exchange risk

The Group operates within a number of international territories with approximately 10% of the Group's purchases in non-sterling currencies. As a result the Group is exposed to foreign exchange risk, principally against the Euro.

The Group's strategy is to mitigate the transactional and translation risk through natural hedges, as well as derivatives held within other entities within the Group.

During the period, the Group has been exposed to additional volatility of currency markets following the United Kingdom's decision to leave the European Union.

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Group's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group's short term cash flow forecasts are performed and reviewed on a bi-weekly basis. The Group's working capital is reviewed on a monthly basis. The Group operates within a liquidity covenant ensuring that the operating cashflow of the business after payment of taxes and investments in capital expenditure is sufficient to meet the debt service requirements of the Group.

The following table shows the remaining contractual maturities of financial liabilities at the reporting date. The amounts at the reporting date are gross and undiscounted, and included accrued interest.

Maturity analysis

Group

2018	With in 1 year £000	Between 1 and 2 years £000	After more than 5 years £000	Total £000
Trade and other payables	306,465	-	-	306,465
Amounts owed to parent and ultimate parent undertakings	40,731	-	-	40,731
	347,196	-	-	347,196

2017 (Unaudited)	With in 1 year £000	Between 1 and 2 years £000	After more than 5 years £000	Total £000
Trade and other payables	185,275	-	-	185,275
Amounts owed to parent and ultimate parent undertakings	-	-	-	-
	185,275	-	-	185,275

27 Financial instruments (continued)

Company

2018	**With in 1 year £000**	**Between 1 and 2 years £000**	**After more than 5 years £000**	**Total £000**
Trade and other payables	-	-	-	-
Amounts owed to group undertakings	28,446	-	-	28,446
	28,446	-	-	28,446

2017 (Unaudited)	**With in 1 year £000**	**Between 1 and 2 years £000**	**After more than 5 years £000**	**Total £000**
Trade and other payables	-	-	-	-
Amounts owed to group undertakings	28,446	-	-	28,446
	28,446	-	-	28,446

Capital risk management

For the purpose of the Group's capital management, capital includes issued capital and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in response to economic conditions as required. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

28 Related party transactions

The Group's ultimate controlling party was Conviviality Plc until 4 April 2018. During the period the Group made sales of £102,963 (2017: £nil) to Conviviality Plc and made purchases of £5,743 (2017: £nil) from Conviviality Plc.

Bargain Booze Limited was a fellow subsidiary of Conviviality Plc until 4 April 2018. During the period £163,449 (2017: £356,860) of recharges were made to Bargain Booze Limited and £787,979 (2017: £183,853) of recharges were received from Bargain Booze Limited. Sales were made of £3,489,479 (2017: £893,888) to Bargain Booze Limited. Included within amounts due from Group Undertakings is £nil (2017: £248,732) due from Bargain Booze Limited. All intercompany balances were fully written off at the period end of £2,067,496 (2017: £nil).

Conviviality Brands Limited was a fellow subsidiary of Conviviality Plc until 4 April 2018. During the period £8,524,112 (2017: £131,899) of recharges were made to Conviviality Brands Limited and £1,713,492 (2017: £1,436,173) of recharges were received from Conviviality Brands Limited. Included within amounts due from Group Undertakings is £nil (2017: £80,384,192) due from Conviviality Brands Limited. All intercompany balances were fully written off at the period end of £88,977,583 (2017: £nil).

28 Related party transactions (continued)

Conviviality Retail Logistics Limited was a fellow subsidiary of Conviviality Plc until 4 April 2018. During the period £974,015 (2017: £41,137) of recharges were made to Conviviality Retail Logistics Limited. Included within amounts due from Group Undertakings is £nil (2017: £41,137) due from Conviviality Retail Logistics Limited. All intercompany balances were fully written off at the period end of £1,015,152 (2017: £nil).

The total balances written off relating to Conviviality Group Companies totalled £92,060,231 (£nil). This amount is included within exceptional costs.

On 4 April 2018 the entire share capital of Matthew Clark Bibendum Holdings Limited was acquired by C&C Holdings (NI) Limited. Included within amounts owed to group undertakings is £40,731,849 (2017: £nil) due to C&C Group Sterling Holdings Limited (the immediate parent company of C&C Holdings (NI) Limited).

Post 4 April 2018 the Group made purchases of £1,289,137 from Tennent Caledonian Breweries Wholesale Limited, a fellow subsidiary. Included within trade creditors at the period end is £134,799 due to Tennent Caledonian Breweries Wholesale Limited.

Post 4 April 2018 the Group made purchases of £536,480 from Magners GB Limited, a fellow subsidiary. Included within trade creditors at the period end is £1,015,294 due to Magners GB Limited.

During the period sales of £170,121 (2017: £351,669) were made to Bibendum Wine Limited, a fellow Group subsidiary. On 31 July 2017 Matthew Clark Bibendum Limited purchased the trade & assets of Bibendum Wine Limited. Net liabilities were acquired of £4,051,269. Included within amounts owed by group undertakings is £4,430,960 (2017: £1,522,210) due from Bibendum Wine Limited.

Included within amounts owed by group undertakings is £6,081,278 (2017: £nil) due from Bibendum PLB Group Limited and £29,965 (2017: £nil) due from Walker & Wodehouse Limited, fellow Group subsidiaries. These balances were acquired during the Bibendum trade & asset acquisition.

During the period sales of £121,567 (2017: £256,200) were made to The Wondering Wine Company Limited, a fellow Group subsidiary. The Group purchased goods and services of £93,978 (2017: £nil) from The Wondering Wine Company Limited. Included within amounts owed by group undertakings is £1,175,797 (2017: £nil) due from The Wondering Wine Company Limited.

The Group made sales of £1,320,965 (2017: £2,383,156) to PLB Group Limited, a fellow subsidiary. The Group purchased goods and services of £94,180 (2017: £4,053,295) from PLB Group Limited. Included within amounts owed by group undertakings is £9,703,385 (2017: £5,506) due from PLB Group Limited.

Mr C Bayliss, a previous director of Elastic Productions Limited, is also a director of Bear Hug Brewing Limited. During the period, recharges of £4,347 (2017: £4,587) were made to Bear Hug Brewing Limited for purchases made on their behalf. Included within debtors due within one year is £63 (2017: £2,997) due from Bear Hug Brewing Limited. During the period £130,000 was lent to Bear Hug Brewing Ltd as part of a proposed Conviviality Plc share purchase agreement, this has been provided for under exceptional items.

Previous directors of Elastic Productions Limited also owe £9,376 (2017: £11,397) to the Group as at the period end.

Included within amounts owed to group undertakings is £28,446,000 (2017: £28,446,000) owed to Matthew Clark Bibendum Limited, a subsidiary of the Company.

29 Key management personnel

All directors and certain senior employees who have authority and responsibility for planning, directing and controlling the activities of the Group are considered to be key management personnel. Total remuneration in respect of these individuals is £2,033,000 (2017: £1,555,000).

For further information regarding directors' remuneration and employee benefits paid in the current or prior year within Matthew Clark Bibendum Holdings Limited, refer to note 11. Directors were additionally remunerated within Conviviality Brands Limited (a subsidiary of the previous ultimate controlling party Conviviality Plc). The current directors are remunerated within the following Companies:

D G Johnston	C&C Management Services Ltd
A Pozzi	C&C Management Services (UK) Ltd
E J Robertson	Tennent Caledonian Breweries UK Limited
J Solesbury	C&C Management Services (UK) Ltd

30 Controlling parties

The Company's immediate parent undertaking is C&C Holdings (NI) Limited, a company incorporated in Northern Ireland. The registered address of C&C NI (Holdings) Limited is 15 Dargan Road, Belfast, BT3 9LS.

The Company's ultimate controlling party is C&C Group Plc, a company incorporated in Ireland. The registered address of C&C Group Plc is Bulmers House, Keeper Road, Crumlin, Dublin 12, Dublin.

Matthew Clark Bibendum (Holdings) Limited is the largest and smallest group in which the results of the Company are consolidated.

31 Impact of conversion to International Financial Reporting Standards and changes to accounting policies

Under UK GAAP goodwill was amortised, over a period of 10 to 20 years depending on the investment. Under International Financial Reporting Standards, goodwill is not amortised but rather reviewed annually for impairment. Therefore any goodwill amortisation recorded since the transition date of 1 May 2016 has been reversed. Impairment reviews have been performed, with an impairment recorded against the goodwill associated to the Peppermint Events Limited acquisition.

31 Impact of conversion to International Financial Reporting Standards and changes to accounting policies (continued)

Consolidated Statement of Financial Position at 30 April 2016

	As originally reported £ 000	Adjustment £ 000	As restated £ 000
Fixed assets			
Intangible assets	29,194	-	29,194
Tangible assets	2,849	-	2,849
	32,043	-	32,043
Current assets			
Stock	47,908	-	47,908
Debtors: amounts falling due within one year	194,172	-	194,172
Cash at bank and in hand	7,333	-	7,333
	249,413	-	249,413
Total assets	281,456	-	281,456
Current liabilities			
Creditors: amounts falling due within one year	(211,867)	-	(211,867)
Non-current liabilities			
Loans and borrowings	(75)	-	(75)
Provisions for liabilities	(11,202)	-	(11,202)
	(11,277)	-	(11,277)
Total liabilities	223,144	-	223,144
Equity			
Share capital	-	-	-
Share premium	(35,007)	-	(35,007)
Share-based payment reserve	(236)	-	(236)
Capital contribution	(1,293)	-	(1,293)
Accumulated losses	(21,776)	-	(21,776)
Total equity	(58,312)	-	(58,312)
Total equity and liabilities	(281,456)	-	(281,456)

31 Impact of conversion to International Financial Reporting Standards and changes to accounting policies (continued)

Consolidated Statement of Financial Position at 30 April 2017

	As originally reported £ 000	Adjustment £ 000	As restated £ 000
Fixed assets			
Intangible assets	25,657	1,522	27,179
Tangible assets	3,533	-	3,533
	29,190	1,522	30,712
Current assets			
Stock	56,892	-	56,892
Debtors: amounts falling due within one year	189,949	-	189,949
Cash at bank and in hand	1,770	-	1,770
	248,611	-	248,611
Total assets	277,801	1,522	279,323
Current liabilities			
Creditors: amounts falling due within one year	(185,275)	-	(185,275)
Non-current liabilities			
Loans and borrowings	(123)	-	(123)
Provisions for liabilities	(6,409)	-	(6,409)
	(6,532)	-	(6,532)
Total liabilities	(191,807)	-	(191,807)
Equity			
Share capital	-	-	-
Share premium	(35,007)	-	(35,007)
Share-based payment reserve	(641)	-	(641)
Capital contribution	(1,293)	-	(1,293)
Accumulated losses	(49,053)	(1,522)	(50,575)
Total equity	(85,994)	(1,522)	(87,516)
Total equity and liabilities	(277,801)	(1,522)	(279,323)

31 Impact of conversion to International Financial Reporting Standards and changes to accounting policies (continued)

Consolidated Income Statement for the year ended 30 April 2017

	As originally reported £ 000	Adjustment £ 000	As restated £ 000
Revenue	907,972	-	907,972
Cost of sales	(794,092)	-	(794,092)
Gross profit	113,880	-	113,880
Distribution costs	(43,740)	-	(43,740)
Administrative expenses	(40,504)	1,522	(38,982)
Other operating income	5,655	-	5,655
Operating profit	35,291	1,522	36,813
Exceptional items	(5,556)	-	(5,556)
Finance income	156	-	156
Finance costs	(1,917)	-	(1,917)
Profit before tax	27,974	1,522	29,496
Income tax expense	(696)	-	(696)
Profit for the period	27,278	1,522	28,800