

Registration number: 6190477

# Milton 1 Limited

Annual Report and Financial Statements

for the Year Ended 2 March 2017



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## **Milton 1 Limited**

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**Milton 1 Limited**  
**Company Information**

**Directors**           A Daley  
                              D Lowry

**Company secretary**   D Lowry

**Registered office**     Whitbread Court  
                              Houghton Hall Business Park  
                              Porz Avenue  
                              Dunstable  
                              Bedfordshire  
                              LU5 5XE

**Auditor**               Deloitte LLP  
                              2 New Street Square  
                              London  
                              EC4A 3BZ

## **Milton 1 Limited**

### **Directors' Report for the Year Ended 2 March 2017**

The directors present their report and the financial statements for the year ended 2 March 2017.

#### **Principal activity**

The Company holds an investment in Moorgate Scottish Limited Partnership (Moorgate SLP).

#### **Directors of the Company**

The directors who held office during the year were as follows:

A Daley

D Lowry - Company secretary and director

#### **Qualifying third party indemnity provisions**

A qualifying indemnity provision (as defined in Section 236(1) of the Companies Act 2006) is in force for the benefit of the directors.

#### **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 Company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given, and should be interpreted, in accordance with the provisions of Section 418 of the Companies Act 2006.

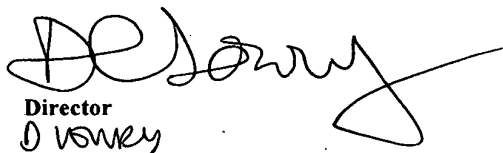
#### **Reappointment of auditor**

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

#### **Small companies provision statement**

The Company has taken advantage of the exemption from preparing a Strategic Report, and disclosures in the Directors' Report, applying to small companies in accordance with the provisions of section 414c of the Companies Act 2006.

Approved by the Board on 9/11/2017 and signed on its behalf by:

  
Director  
D Lowry

## **Milton 1 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 United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

## **Milton 1 Limited**

### **Independent Auditor's Report to members of Milton 1 Limited**

We have audited the financial statements of Milton 1 Limited for the year ended 2 March 2017, which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework'.

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.

#### **Respective responsibilities of directors and auditor**

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

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

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

#### **Opinion on the financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 2 March 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report.

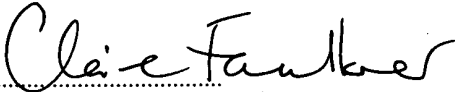
## **Milton 1 Limited**

### **Independent Auditor's Report to members of Milton 1 Limited**

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

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Directors' Report.



Claire Faulkner (Senior Statutory Auditor)  
For and on behalf of Deloitte LLP, Statutory Auditor

2 New Street Square  
London  
EC4A 3BZ

Date: 10 . 11. 17

**Milton 1 Limited**

**Profit and Loss Account for the Year Ended 2 March 2017**

	Note	52 weeks to 2 March 2017 £	53 weeks to 3 March 2016 £
Income from other fixed asset investments	2	<u>5</u>	<u>5</u>
Profit before tax		5	5
Tax on profit on activities	6	<u>(1)</u>	<u>(1)</u>
Profit for the year		<u><u>4</u></u>	<u><u>4</u></u>

The above results were derived from continuing operations.

There is no other comprehensive income for 2017 or 2016 other than that included in the Profit and Loss Account.

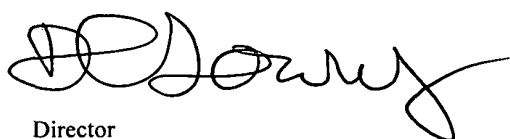
The notes on pages 9 to 14 form an integral part of these financial statements.



**Milton 1 Limited**  
**(Registration number: 6190477)**  
**Balance Sheet as at 2 March 2017**

	Note	2 March 2017 £	3 March 2016 £
<b>Fixed assets</b>			
Investments	7	100	100
<b>Current assets</b>			
Debtors	8	5	-
Cash at bank and in hand		<u>28</u>	<u>30</u>
		<u>33</u>	<u>30</u>
<b>Creditors: Amounts falling due within one year</b>			
Trade and other creditors	9	(4)	(5)
Income tax liability	6	<u>(1)</u>	<u>(1)</u>
Creditors: Amounts falling due within one year		<u>(5)</u>	<u>(6)</u>
Net current assets		<u>28</u>	<u>24</u>
Net assets being total assets less current liabilities		<u>128</u>	<u>124</u>
<b>Capital and reserves</b>			
Called up share capital	10	102	102
Profit and loss account		<u>26</u>	<u>22</u>
Shareholders' funds		<u>128</u>	<u>124</u>

Approved by the Board on 9/11/2017 and signed on its behalf by:



Director

D Honey

The notes on pages 9 to 14 form an integral part of these financial statements.

**Milton 1 Limited**

**Statement of Changes in Equity for the Year Ended 2 March 2017**

	<b>Share capital £</b>	<b>Retained earnings £</b>	<b>Total £</b>
At 27 February 2015	102	18	120
Profit for the period	-	4	4
Total comprehensive income	-	4	4
At 3 March 2016	102	22	124
	<b>Share capital £</b>	<b>Retained earnings £</b>	<b>Total £</b>
At 4 March 2016	102	22	124
Profit for the period	-	4	4
Total comprehensive income	-	4	4
At 2 March 2017	102	26	128

The notes on pages 9 to 14 form an integral part of these financial statements.

## **Milton 1 Limited**

### **Notes to the Financial Statements for the Year Ended 2 March 2017**

#### **1 General information**

The Company is a private company limited by share capital incorporated and domiciled in England and Wales.

The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the Directors' report on page 2.

The financial statements are presented in pounds sterling and all values are rounded to the nearest pound.

The financial statements of Milton 1 Limited for the year ended 2 March 2017 were authorised for issue by the Board of Directors on 9/11/2017

#### **2 Accounting policies**

##### **Summary of significant accounting policies and key accounting estimates**

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 Company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' as issued by the Financial Reporting Council (FRC). Accordingly, in the year ended 3 March 2016, the Company transitioned from reporting under UK GAAP to FRS 101 'Reduced Disclosure Framework'. The financial statements have therefore been prepared in accordance with FRS 101.

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

These financial statements are separate financial statements. The Company is exempt from the preparation of consolidated financial statements, because it is included in the group accounts of Whitbread Group PLC. The group accounts of Whitbread Group PLC are available to the public and can be obtained at Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE.

The financial year represents 52 weeks to 2 March 2017 (prior financial year: 53 weeks to 3 March 2016).

The Company has adopted the following standards and interpretations which have been assessed as having no financial impact or disclosure requirements at this time:

- The IASB's annual improvement process, 2012-2014;
- IAS 1 Disclosure Initiative - Amendments to IAS 1;
- IAS 16 and IAS 38 Clarification of Acceptable Methods of Depreciation and Amortisation - Amendments to IAS 16 and IAS 38;
- IAS 16 and IAS 41 Bearer Plants - Amendments to IAS 16 and IAS 41;
- IAS 27 Equity Method in Separate Financial Statements - Amendments to IAS 27;
- IFRS 10, IFRS 12 and IAS 28 Investment Entities - Applying the Consolidation Exception - Amendments to IFRS 10, IFRS 12 and IAS 28; and
- IFRS 11 Accounting for Acquisitions of Interests in Joint Operations - Amendments to IFRS 11.

## **Milton 1 Limited**

### **Notes to the Financial Statements for the Year Ended 2 March 2017**

#### **Summary of disclosure exemptions**

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to share-based payments, non-current assets held for sale, financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash flow statement, standards not yet effective, impairment of assets and related party transactions.

Where required, equivalent disclosures are given in the consolidated financial statements of the Group.

#### **Going concern**

The financial statements have been prepared on a going concern basis. The financial position of the Company is set out in these financial statements. The Company has adequate financial resources and, as a consequence, the directors believe that the Company is well placed to manage its business risks.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

#### **Tax**

The tax expense for the period comprises current tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

#### **Cash at bank and in hand**

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

#### **Investments**

Investments held as fixed assets are stated at cost less provision for any impairment. The carrying value of investments are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable.

#### **Investment income**

Income from fixed asset investments is a distribution of profit from the investment held in Moorgate Scottish Limited Partnership (SLP) due to Milton 1 Limited being a General Partner. Income is recognised upon notification of the distribution, at this point it is probable that the economic benefits will flow to the Company and the amount of revenue 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.

## **Milton 1 Limited**

### **Notes to the Financial Statements for the Year Ended 2 March 2017**

#### **Financial assets and liabilities**

##### ***Classification***

Financial assets are classified into the following specified category: 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial liabilities are classified as 'other financial liabilities'.

##### ***Recognition and measurement***

Loans and receivables

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

#### **Financial liabilities**

##### ***Classification***

Financial liabilities are classified as 'other financial liabilities'.

##### ***Recognition and measurement***

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

### **3 Critical accounting judgements and key sources of estimation uncertainty**

Preparation of the financial statements requires management to make significant judgements and estimates. The directors have considered whether there are any such sources of estimation or critical accounting judgements in forming the financial statements and do not determine there to be any for the purposes of disclosure.

### **4 Directors' remuneration**

The Company has no employees other than the directors, who did not receive any remuneration (2016: £NIL). All fees paid to directors as remuneration are borne by the parent company Whitbread Group PLC and it is not practical to allocate the amount for services in respect of this Company.

### **5 Auditor's remuneration**

Audit fees for the year were £1,000 (2016: £1,000) and were paid by the parent company, Whitbread Group PLC. Information about the total audit fees paid by the Group can be found in the Whitbread PLC Annual Report and Accounts for the year ended 2 March 2017.

## Milton 1 Limited

### Notes to the Financial Statements for the Year Ended 2 March 2017

#### 6 Taxation

Tax charged in the income statement

	Year ended 2 March 2017 £	Year ended 3 March 2016 £
<b>Current taxation</b>		
UK corporation tax	<u>1</u>	<u>1</u>

#### Factors affecting the tax charge for the year:

There were no factors that affected the tax charge for the year which has been calculated on the losses on ordinary activities before tax at the standard rate of corporation tax in the UK of 20% (2016: 20.08%).

#### Factors that may affect future tax charges:

The Finance (No 2) Act 2015 reduced the main rate of UK corporation tax to 19% from 1 April 2017 and to 18% from 1 April 2020. The effect of these rates was included in the financial statements in 2015/16. The Finance Act 2016 further reduced the main rate of UK corporation tax to 17% with effect from 1 April 2020.

The rate changes will also impact the amount of future cash tax payments to be made by the Company.

The statutory accounts of Milton 1 Limited treat all income and expenses in the profit and loss account as income from fixed asset investments, arising from the Company's investment in Moorgate Scottish Limited Partnership. However, for tax purposes Moorgate Scottish Limited Partnership is treated as a transparent entity and as such the proportion of income and expenses attributable to Milton 1 Limited have been treated as though they arose directly in Milton 1 Limited.

## Milton 1 Limited

### Notes to the Financial Statements for the Year Ended 2 March 2017

#### 7 Investments

	Other fixed asset investments £
<b>Cost or valuation</b>	
At 27 February 2015	100
At 3 March 2016	100
At 4 March 2016	100
At 2 March 2017	100
<b>Carrying amount</b>	
At 2 March 2017	100
At 3 March 2016	100

On 29 December 2009, the Company subscribed £100 of capital in Moorgate SLP as a Limited partner. The principal activity of the SLP is to hold and manage its interest in Farringdon Scottish Partnership. The Company does not take part in the management or control of the SLP. The management and control of the SLP is with Milton (SC) Limited which is a wholly owned subsidiary of Whitbread PLC. This investment is directly owned.

This investment was made pursuant to the pension funding arrangement referred to in the consolidated accounts of Whitbread PLC for the year ended 2 March 2017.

#### 8 Debtors

	2 March 2017 £
Amounts due from related parties	5

Amounts receivable from related parties are repayable on demand and carry an average quarterly interest rate based upon the group funding.

#### 9 Trade and other creditors

	2 March 2017 £	3 March 2016 £
Amounts due to related parties	4	5

Amounts due to related parties are repayable on demand and carry an average quarterly interest rate based upon the group funding.

## **Milton 1 Limited**

### **Notes to the Financial Statements for the Year Ended 2 March 2017**

#### **10 Share capital**

	<b>2 March 2017</b>	<b>3 March 2016</b>
	<b>£</b>	<b>£</b>
Allotted, called up and fully paid		
102 Ordinary shares of £1 each	<u>102</u>	<u>102</u>

The shares carry full voting, dividend and capital distribution rights.

#### **11 Parent and ultimate parent undertaking**

The immediate parent undertaking is Whitbread Group PLC. The ultimate parent undertaking is Whitbread PLC.

The parent undertaking of the smallest group of undertakings for which group accounts are drawn up and of which the Company is a member is Whitbread Group PLC, registered in England and Wales. Copies of their accounts can be obtained from Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE.

The parent undertaking of the largest group of undertakings for which group accounts are drawn up and of which the Company is a member is Whitbread PLC, registered in England and Wales. Copies of their accounts can be obtained from Whitbread Court, Houghton Hall Business Park, Porz Avenue, Dunstable, Bedfordshire LU5 5XE.