

Wittington Investments (OCP) Limited

**Directors' report and financial
statements**

Registered number 6432285

12 September 2015

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Directors' report

The directors present their directors' report and the audited financial statements for the 52 weeks ended 12 September 2015.

Principal activity

The principal activity is that of an investment company.

Business review and future developments

During the period, the main activity of the company remained unchanged and the directors expect that any future development will be related to this activity.

Trading results, dividends and transfer to reserves

The profit and loss account for the period is set out on page 4. The profit for the period was US\$1,415,417 (2014: US\$1,192,175).

No dividend is recommended for the period (2014: US\$ Nil).

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he or she ought to have taken as a director to make himself or herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Directors and directors' interests

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

Guy Weston
Charles Mason
George Weston
Kate Hobhouse
Stephen Hancock

Notification of an interest in the shares of this company and shares in or debentures of other group companies by the directors was not required because at the end of the period each was also a director of a company of which this company is a wholly owned subsidiary undertaking.

No director had at any time during the period any material interest in a contract with the company.

Political and charitable contributions

The company made no political or charitable donations or incurred any political expenditure during the year.

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG Audit Plc will therefore continue in office.



By order of the Board

Amanda Geday
Secretary
8 June 2016

Weston Centre
10 Grosvenor Street
London W1K 4QY

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

KPMG Audit Plc

15 Canada Square
London
E14 5GL

Independent auditors' report to the members of Wittington Investments (OCP) Limited

We have audited the financial statements of Wittington Investments (OCP) Limited for the period ended 12 September 2015 set out on pages 4 to 8. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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 to express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 12 September 2015 and of its profit for the 52 weeks then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

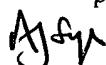
Opinion on other matter prescribed by the Companies Act 2006

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

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.



Anthony Sykes (Senior Statutory Auditor)
for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants

15 Canada Square

London E14 5GL

8 June 2016

Profit and loss account

for the 52 weeks ended 12 September 2015

	<i>Note</i>	52 weeks ended 12 September 2015 US\$	52 weeks ended 13 September 2014 US\$
Administrative expenses		(31,608)	(312,443)
Other operating income	3	669,886	-
Operating profit/(loss)	3	638,278	(312,443)
Receivable from fixed assets investments		960,000	1,645,000
Profit on ordinary activities before tax		1,598,278	1,332,557
Tax charge on ordinary activities	4	(182,861)	(140,382)
Profit on ordinary activities after tax		1,415,417	1,192,175

There are no recognised gains or losses other than the loss for the period.

There is no material difference between the company's results as reported and on an historical cost basis. Accordingly no note of historical cost profits and losses has been prepared.

The loss on ordinary activities before tax relates entirely to continuing activities.

Balance sheet

at 12 September 2015

	Note	12 September 2015 US\$	13 September 2014 US\$
Current assets			
Debtors	5	7,555	199,305
Cash		6,269,315	12,408,196
		<hr/>	<hr/>
		6,276,870	12,607,501
Creditors: amounts falling due within one year	6	(3,860,169)	(11,606,217)
		<hr/>	<hr/>
Net current assets		2,416,701	1,001,284
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	7	3	3
Profit and loss account		2,416,698	1,001,281
		<hr/>	<hr/>
Shareholders' surplus – equity interests	8	2,416,701	1,001,284
		<hr/>	<hr/>

These financial statements were approved by the board of directors on 8 June 2016 and were signed on its behalf by:



Guy Weston
Director

Company registration number 6432285

Notes

(forming part of the financial statements)

1 Accounting reference date

The accounting reference date of the company is the Saturday nearest to 15 September. Accordingly, these financial statements have been prepared to 12 September 2015.

2 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared under the historical convention and in accordance with applicable United Kingdom accounting standards (UK GAAP) and the Companies Act 2006.

Under Financial Reporting Standard 1 (revised) the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking. A group cash flow statement is included in the financial statements of Wittington Investments Limited.

As the company is a wholly owned subsidiary of Wittington Investments Limited, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of Wittington Investments Limited, within which this company is included, can be obtained from Companies House.

Functional currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The directors consider the US Dollar to be the company's functional and presentational currency as the investments and income derived from these investments are undertaken in US Dollars. The effective exchange rate at 12 September 2015 was £1: US\$1.54 (2014: £1: US\$1.62).

Going concern

The company is dependent upon its parent company, Wittington Investments Ltd (Wittington) for continuing financial support. Wittington has provided the company with an undertaking that it will continue to make available such funds as are needed by the company until presentation of its financial statements for the period ending 17 September 2016 and accordingly the directors consider it appropriate to continue to adopt the going concern basis in preparing the company's financial statements.

Current asset investments and Impairment

Investments are stated at cost less amounts written off. The carrying amounts of the company's assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If any such indication exists, the investment's recoverable amount is estimated and an impairment loss is recognised for the excess of the carrying amount of an asset over its estimated recoverable amount. Impairment losses are recognised in the profit and loss account. An impairment loss is reversed on investments only if subsequent external events reverse the effect of the original event which caused the recognition of the impairment.

3 Operating costs

No charge was made during the period in respect of auditors' remuneration (2014: £Nil). The auditors' remuneration is borne by the parent company.

Amounts receivable by the Company's auditor and its associates in respect of services to the Company and its associates, for both audit and non-audit services have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's parent, Wittington Investments Limited.

The Company did not employ staff at any time during the period nor make any payments in respect of wages and salaries.

Notes (continued)

3 Operating costs (continued)

The directors received no emoluments in respect of their services to the company.

Other operating income represents a foreign exchange gain of \$669,886. (2014: a foreign exchange loss of \$248,308 included within administrative expenses)

4 Taxation

	52 weeks ended 12 September 2015 US\$	52 weeks ended 13 September 2014 US\$
Current period tax charge		
UK corporation tax charge	(182,861)	(140,382)

The difference between the total current tax charge shown and the amount calculated by applying the standard rate of UK Corporation tax to the profit before tax is as follows:

	52 weeks ended 12 September 2015 US\$	52 weeks ended 13 September 2014 US\$
Profit on ordinary activities before tax	1,598,278	1,332,557
Nominal corporation tax at the standard rate of corporation tax of 20.54% (2014: 22.1%)	(328,282)	(294,495)
Items not deductible for tax	190,689	349,371
Partnership taxable income	(17,788)	(44,697)
Prior year adjustment	(27,480)	(150,561)
Current period tax charge	(182,861)	(140,382)

The UK corporation tax rate was reduced to 20% with effect from 1 April 2015. Further reductions to the corporation tax to 19% and 18% in April 2017 and April 2020 respectively have been substantially enacted since the balance sheet date.

5 Debtors

	12 September 2015 US\$	13 September 2014 US\$
Amounts falling due within one year		
Prepayments	7,555	14,163
Corporation tax	-	185,142
	7,555	199,305

6 Creditors

	12 September 2015 US\$	13 September 2014 US\$
Amounts falling due within one year		
Amounts owed to group undertakings:		
Parent and fellow subsidiary undertakings	3,674,491	11,606,217
Corporation tax	185,678	-
	<u>3,860,169</u>	<u>11,606,217</u>

7 Called up share capital

	12 September 2015 US\$	13 September 2014 US\$
<i>Issued, allotted and called up</i>		
2 ordinary shares of £1 each	3	3
	<u>3</u>	<u>3</u>

8 Reconciliation of movement in shareholders' funds

	12 September 2015 US\$	13 September 2014 US\$
Opening shareholders' funds	1,001,284	(190,891)
Net addition to shareholders' funds	1,415,417	1,192,175
	<u>2,416,701</u>	<u>1,001,284</u>

9 Holding company

The ultimate holding company and controlling party as defined by Financial Reporting Standard 8, is Wittington Investments Limited which is incorporated in Great Britain and registered in England.

The group in which the results of the company are consolidated is that headed by Wittington Investments Limited which is incorporated in Great Britain and registered in England. The consolidated financial statements of Wittington Investments Limited are available to the public and may be obtained from Companies House.

10 Registered Office

The registered office of the company is Weston Centre, 10 Grosvenor Street, London W1K 4QY.