

Registered number: 07662211

SPIRIT PUB COMPANY (HOLDCO) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

For the 52 weeks ended 2 January 2022



SPIRIT PUB COMPANY (HOLDCO) LIMITED

COMPANY INFORMATION

Director	M Lee (appointed 15 October 2021)
Company secretary	Mrs L A Keswick
Registered number	07662211
Registered office	Westgate Brewery Bury St Edmunds Suffolk IP33 1QT United Kingdom
Auditor	Deloitte LLP Statutory Auditor 1 New Street Square London EC4A 3HQ

SPIRIT PUB COMPANY (HOLDCO) LIMITED

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SPIRIT PUB COMPANY (HOLDCO) LIMITED

STRATEGIC REPORT For the 52 weeks ended 2 January 2022

Introduction

The director presents their strategic report for the 52 weeks ended 2 January 2022.

Business review

The company's principal activities are as a holding company and in the provision of financing, via intercompany loans, to fellow group undertakings.

The company's performance in the period has met the director's expectations with net assets increasing 4.9% to £315,609,000 (36 weeks ended 3 January 2021: £300,850,000) and no significant change to the operations of the business is expected in future periods.

Following the acquisition of the Greene King Limited group by CK Noble (UK) Limited on 30 October 2019, the financial year end of the company was changed to 31 December so as to be coterminous with the year end of the ultimate parent undertaking, CK Asset Holdings Limited. Accordingly, the prior financial statements were prepared for 36 weeks from 27 April 2020 to 3 January 2021 and as a result, the comparative figures stated in the statement of comprehensive income, statement of changes in equity and the related notes are not comparable.

Principal risks and uncertainties

As a 100% owned subsidiary of the Greene King Limited group, the principal risks and uncertainties faced by the company are consistent with those disclosed within the Greene King Limited financial statements for the 52 weeks ended 2 January 2022. The economic, financial, liquidity and interest rate risks are considered to be minimal on this entity due to the simple nature of its trade.

Financial key performance indicators

The operations of Spirit Pub Company (Holdco) Limited are managed at a Greene King Limited group level and as such no key performance indicators are monitored for the company as the director believes they would not add any understanding to the performance or position of the business. The performance of Greene King Limited is discussed in the Greene King Limited annual report and financial statements which are publicly available.

Directors' statement of compliance with duty to promote the success of the company

Under section 172 of the Companies Act 2006 the directors of the company are required to act in a way which promotes the long-term success of the company and in doing so to consider the interests of the company's stakeholders. This section of the report is designed to set out how the directors have complied with their obligations in this regard.

The directors of the company have at all times during the year under review (and at all other times) acted in the way that they considered, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so had regard (amongst other matters) to:

- the likely consequences of any decision in the long term,
- the need to foster the company's business relationships with suppliers, customers and others,
- the impact of the company's operations on the community and the environment,
- the desirability of the company maintaining a reputation for high standards of business conduct, and
- the need to act fairly between members of the company.

SPIRIT PUB COMPANY (HOLDCO) LIMITED

STRATEGIC REPORT (CONTINUED)

For the 52 weeks ended 2 January 2022

Engaging with stakeholders

The company's principal activities are as a holding company and in the provision of financing, via intercompany loans, to fellow group undertakings. The company is a wholly owned subsidiary of the Greene King Limited group which has control of the entity and therefore all decisions affecting the company are filtered down from group, based on the group-wide strategy. The directors of the company work closely with the directors of the Greene King Limited group and therefore are aware of all decisions made at group-level that will affect the company.

This report was approved by the board and signed on its behalf.



M Lee

Director

Date: 29 June 2022

SPIRIT PUB COMPANY (HOLDCO) LIMITED

DIRECTORS' REPORT **For the 52 weeks ended 2 January 2022**

The directors present their report and the financial statements for the 52 weeks ended 2 January 2022.

Principal activity

The company's principal activities are as a holding company and in the provision of financing, via intercompany loans, to fellow group undertakings.

Results and dividends

The profit for the 52 weeks, after taxation, amounted to £14,759,000 (36 weeks ended 3 January 2021: £14,981,000).

No dividends were paid or proposed during the period (36 weeks ended 3 January 2021: £nil).

Going concern

Greene King Limited has agreed to provide continuing financial support to enable the company to meet its obligations as and when they fall due for a period of at least 12 months from the date of the approval of the financial statements.

The directors of Greene King Limited have assessed the continued impact of the COVID-19 pandemic as part of their going concern assessment of the Greene King Limited group. In doing so, the Greene King Limited directors have modelled a reasonable worst-case scenario of a further sustained Omicron-style COVID-19 variant impacting the UK through the winter of 2022. The directors have also modelled what they believe to be a remote scenario, a two-month lockdown without government support during the peak months. Under both scenarios the group continues to have access to the adequate funding to support the business through a period of at least 12 months from the date of the approval of the financial statements, including the repayment of the Spirit debenture debt of c.£100m should this debt be accelerated while the platform remains in technical default. However, in the absence of any government support this reduction in trade would likely result in further breaches of both the two-quarter and four-quarter lookback FCF DSCR covenant in the Greene King securitisation without mitigating actions. In either scenario the directors could elect to prevent the breach by providing financial support to the Greene King securitisation through lower operating cost recharges from other group companies, or alternatively seek a further waiver from bondholders. The directors of Greene King Limited have a reasonable expectation that the group has adequate resources to continue in operational existence for at least the next 12 months from the date of the approval of the financial statements.

The director of the company has made appropriate enquiries of the directors of Greene King Limited to confirm that they are satisfied that the financial support will be available and accordingly continue to prepare the financial statements on a going concern basis.

Directors

The directors who served during the 52 weeks and to the date of this report were:

R Smothers (resigned 15 October 2021)
M Lee (appointed 15 October 2021)

The directors did not hold any interest in the share capital of the company during the period.

Future developments

No significant changes are anticipated to the activities of the company in the foreseeable future.

Directors' and officers' indemnity insurance

Greene King Limited group ("the group") has taken out insurance to indemnify the director of the company against third party proceedings whilst serving on the board of the company and of any subsidiary. This cover indemnifies all employees of the group who serve on the boards of all subsidiaries. These indemnity policies subsisted throughout the year and remain in place at the date of this report.

SPIRIT PUB COMPANY (HOLDCO) LIMITED

DIRECTORS' REPORT (CONTINUED)

For the 52 weeks ended 2 January 2022

Greenhouse gas emissions, energy consumption and energy efficiency action

As a subsidiary company within the Greene King Limited Group, the company has taken the disclosure exemption in relation to Streamlined Energy and Carbon Reporting ("SECR") where disclosure is made within a parent company's group accounts. These SECR disclosures can be seen in the consolidated financial statements of Greene King Limited.

Matters covered in the Strategic report

The company has chosen in accordance with section 414C(11) of the Companies Act 2006 to include matters of strategic importance in the strategic report which otherwise would be required to be disclosed in the director's report: Section 172 statement and principal risks and financial risk management.

Disclosure of information to auditor

Each of the persons who are directors at the time when this directors' report is approved has confirmed 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 ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Post balance sheet events

There are no post balance sheet events requiring disclosure in the financial statements.

Auditor

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

This report was approved by the board and signed on its behalf.



M Lee
Director
Date: 29 June 2022

SPIRIT PUB COMPANY (HOLDCO) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

For the 52 weeks ended 2 January 2022

The directors are responsible for preparing the strategic report, the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under company law the director must not approve the financial statements unless he is 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 accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 to 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SPIRIT PUB COMPANY (HOLDCO) LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

In our opinion, the financial statements of Spirit Pub Company (Holdco) Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 2 January 2022 and of its profit for the 52 weeks then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 'Reduced Disclosure Framework'; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 15.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

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.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (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 opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

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

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SPIRIT PUB COMPANY (HOLDCO) LIMITED

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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 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 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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and internal audit about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory frameworks that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, UK tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team including relevant internal specialists such as tax and IT regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SPIRIT PUB COMPANY (HOLDCO) LIMITED

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management, internal audit and external legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance, and reviewing internal audit reports, and reviewing correspondence with HMRC.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Opinions on other matters 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.

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 strategic report or the directors' report.

Matters on which we are required to report by exception

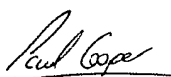
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- 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.

We have nothing to report in respect of these matters.

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.



Paul Cooper (Senior statutory auditor)

for and on behalf of
Deloitte LLP, Statutory Auditor
Cambridge

Date: 29 June 2022

SPIRIT PUB COMPANY (HOLDCO) LIMITED

STATEMENT OF COMPREHENSIVE INCOME
For the 52 weeks ended 2 January 2022

		52 weeks ended 2 January 2022 £000	36 weeks ended 3 January 2021 £000
	Note		
Net impairment gains/(losses) on financial assets		31	(71)
Interest receivable and similar income	6	18,490	11,290
Profit before tax		18,521	11,219
Taxation	7	(3,762)	3,762
Profit for the period		14,759	14,981

There was no other comprehensive income for the 52 weeks ended 2 January 2022 (36 weeks ended 3 January 2021: £nil).

The notes on pages 12 to 23 form part of these financial statements.

SPIRIT PUB COMPANY (HOLDCO) LIMITED
Registered number:07662211

BALANCE SHEET
As at 2 January 2022

	Note	2 January 2022 £000	3 January 2021 £000
Fixed assets			
Investments	8	-	-
		-	-
Current assets			
Debtors: amounts falling due within one year	9	329,143	310,622
Current liabilities			
Creditors: amounts falling due within one year	10	(13,534)	(9,772)
Net current assets		315,609	300,850
Total assets less current liabilities		315,609	300,850
Net assets		315,609	300,850
Capital and reserves			
Called up share capital	12	61,000	61,000
Share premium account	13	177,090	177,090
Profit and loss account	13	77,519	62,760
Equity		315,609	300,850

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



M Lee
Director
Date: 29 June 2022

The notes on pages 12 to 23 form part of these financial statements.

SPIRIT PUB COMPANY (HOLDCO) LIMITED

STATEMENT OF CHANGES IN EQUITY
For the 52 weeks ended 2 January 2022

	Called up share capital £000	Share premium account £000	Profit and loss account £000	Total equity £000
At 27 April 2020	61,000	177,090	47,779	285,869
Profit for the period	-	-	14,981	14,981
At 4 January 2021	61,000	177,090	62,760	300,850
Profit for the period	-	-	14,759	14,759
At 2 January 2022	61,000	177,090	77,519	315,609

The notes on pages 12 to 23 form part of these financial statements.

SPIRIT PUB COMPANY (HOLDCO) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 2 January 2022

1. GENERAL INFORMATION

Spirit Pub Company (Holdco) Limited is a private company limited by shares incorporated and domiciled in England & Wales.

The company's financial statements are presented in Sterling and all values are rounded to the nearest thousand pounds (£000) except where indicated.

2. ACCOUNTING POLICIES

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and applicable accounting standards.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 3).

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

Following the acquisition of the Greene King Limited group by CK Noble (UK) Limited on 30 October 2019, the financial year end of the company was changed to 31 December so as to be coterminous with the year end of the ultimate parent undertaking, CK Asset Holdings Limited. Accordingly, the prior financial statements were prepared for 36 weeks from 27 April 2020 to 3 January 2021 and as a result, the comparative figures stated in the statement of comprehensive income, statement of changes in equity and the related notes are not comparable.

The following principal accounting policies have been applied:

SPIRIT PUB COMPANY (HOLDCO) LIMITED

NOTES TO THE FINANCIAL STATEMENTS **For the 52 weeks ended 2 January 2022**

2. ACCOUNTING POLICIES (CONTINUED)

2.2 Financial reporting standard 101 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member

This information is included in the consolidated financial statements of Greene King Limited as at 2 January 2022 and these financial statements may be obtained from Westgate Brewery, Bury St Edmunds, Suffolk, IP33 1QT.

2.3 Going concern

Greene King Limited has agreed to provide continuing financial support to enable the company to meet its obligations as and when they fall due for a period of at least 12 months from the date of the approval of the financial statements.

The directors of Greene King Limited have assessed the continued impact of the COVID-19 pandemic as part of their going concern assessment of the Greene King Limited group. In doing so, the Greene King Limited directors have modelled a reasonable worst-case scenario of a further sustained Omicron-style COVID-19 variant impacting the UK through the winter of 2022. The directors have also modelled what they believe to be a remote scenario, a two-month lockdown without government support during the peak months. Under both scenarios the group continues to have access to the adequate funding to support the business through a period of at least 12 months from the date of the approval of the financial statements, including the repayment of the Spirit debenture debt of c.£100m should this debt be accelerated while the platform remains in technical default. However, in the absence of any government support this reduction in trade would likely result in further breaches of both the two-quarter and four-quarter lookback FCF DSCR covenant in the Greene King securitisation without mitigating actions. In either scenario the directors could elect to prevent the breach by providing financial support to the Greene King securitisation through lower operating cost recharges from other group companies, or alternatively seek a further waiver from bondholders. The directors of Greene King Limited have a reasonable expectation that the group has adequate resources to continue in operational existence for at least the next 12 months from the date of the approval of the financial statements.

The director of the company has made appropriate enquiries of the directors of Greene King Limited to confirm that they are satisfied that the financial support will be available and accordingly continue to prepare the financial statements on a going concern basis.

SPIRIT PUB COMPANY (HOLDCO) LIMITED

NOTES TO THE FINANCIAL STATEMENTS **For the 52 weeks ended 2 January 2022**

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.5 Intercompany balances held at amortised cost

Amounts owed by or to group undertakings are classified as short term assets or liabilities unless there is a formal loan arrangement in place that specifies repayment over a period longer than one year at the balance sheet date.

The company recognises a loss allowance for expected credit losses on amounts due from group undertakings. The methodology used to determine the amount of the expected credit loss is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset.

For those financial assets where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses are recognised. Interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset. For those financial assets where the credit risk has increased significantly (or determined to be credit impaired), lifetime expected credit losses are recognised. Interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset (or for credit impaired assets, to the net carrying amount of the financial asset).

2.6 Intercompany loans held at fair value through profit or loss

Loans owed by group undertakings are classified as fair value through profit or loss where they do not meet the solely payments of principal and interest test in IFRS 9. The company fair values the instrument, recognising a gain or loss through interest in the statement of comprehensive income.

2.7 Interest

Interest costs are expensed to the statement of comprehensive income using the effective interest method. Interest income is recognised in the statement of comprehensive income using the effective interest method.

2.8 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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

SPIRIT PUB COMPANY (HOLDCO) LIMITED

NOTES TO THE FINANCIAL STATEMENTS For the 52 weeks ended 2 January 2022

3. JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

SIGNIFICANT ACCOUNTING ESTIMATES

There are no estimates made in the process of applying the company's accounting policies that are considered to be significant.

SIGNIFICANT ACCOUNTING JUDGMENTS

In the course of preparing the financial statements, the key judgment made in the process of applying the company's accounting policies is detailed below:

Financial assets – held at fair value through profit or loss

The company has applied judgment in determining that certain loans do not meet the solely payments of principal and interest test in IFRS 9 and has classified the loans as fair value through profit or loss.

For those loans that do meet the solely payments of principal and interest test in IFRS 9 the company has classified the loans at amortised cost.

4. STAFF COSTS

The company has no employees (36 weeks ended 3 January 2021: none) and did not incur any staff costs during the period (36 weeks ended 3 January 2021: £nil).

The director did not receive any remuneration during the current or previous period in respect of his services provided to the company.

5. AUDITOR'S REMUNERATION

The auditor's remuneration in respect of the audit of the financial statements for the period of £1,500 (36 weeks ended 3 January 2021: £1,500) has been borne by another group company.

The company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the group financial statements of the ultimate parent company.

6. INTEREST RECEIVABLE AND SIMILAR INCOME

	52 weeks ended 2 January 2022 £000	36 weeks ended 3 January 2021 £000
Movement in fair value of intercompany loans	18,490	11,290

SPIRIT PUB COMPANY (HOLDCO) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
For the 52 weeks ended 2 January 2022

7. TAXATION

	52 weeks ended 2 January 2022 £000	36 weeks ended 3 January 2021 £000
Current tax on profits for the year	3,762	-
Adjustments in respect of previous periods	-	(3,762)
	3,762	(3,762)
Total current tax	3,762	(3,762)

FACTORS AFFECTING TAXATION FOR THE PERIOD

The tax assessed for the period is lower than (2021:lower than) the standard rate of corporation tax in the UK of 19.0% (2021:19.0%). The differences are explained below:

	52 weeks ended 2 January 2022 £000	36 weeks ended 3 January 2021 £000
Profit on ordinary activities before tax	18,521	11,219
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.0% (2021:19.0%)	3,519	2,132
Effects of:		
Expenses not deductible for tax purposes	(421)	13
Adjustments to tax charge in respect of prior periods	-	(3,762)
Group relief for nil consideration	-	(2,605)
Transfer pricing adjustments	664	460
TOTAL TAXATION FOR THE PERIOD	3,762	(3,762)

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

Under Finance Act 2021 enacted on 10 June 2021, the Corporation Tax rate for the 12 months from 3 January 2021 remains at 19%, but will increase to 25% as the planned main rate of corporation tax from 1 April 2023.

SPIRIT PUB COMPANY (HOLDCO) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
For the 52 weeks ended 2 January 2022

8. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies £000
COST	
At 4 January 2021	93,129
At 2 January 2022	93,129
Impairment	
At 4 January 2021	93,129
At 2 January 2022	93,129
Net book value	
At 2 January 2022	-
At 3 January 2021	-

SPIRIT PUB COMPANY (HOLDCO) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 2 January 2022

8. FIXED ASSET INVESTMENTS (CONTINUED)

SUBSIDIARY UNDERTAKINGS

The following were subsidiary undertakings of the company:

Name	Principal activity	Class of shares	Holding
Spirit Pub Company (SGE) Limited (1)	Holding company	Ordinary	100%
Spirit Pub Company (Derwent) Limited (1)	Financing	Ordinary	100%
Spirit Managed Funding Limited (1)	Financing	Ordinary, Preference	100%
Spirit Pub Company (Trent) Limited (1)	Pub retailing		100%
Spirit (Redwood Bidco) Limited (2,5)	In MVL	Ordinary	100%
Spirit (Legacy) Pension Trustee Limited (1)	Pension trustee	Ordinary	100%
Spirit Group Holdings Limited (1)	Holding company	Ordinary	100%
Spirit Intermediate Holdings Limited (1)	Holding company	Ordinary	100%
Spirit Group Parent Limited (1)	Holding company	Ordinary	100%
Spirit Pub Company (Services) Limited (1)	Intercompany recharging vehicle	Ordinary	100%
Spirit Pub Company (Supply) Limited (1)	Intercompany recharging vehicle	Ordinary	100%
Spirit Acquisitions Holdings Limited (2,5)	In MVL	Ordinary	100%
Spirit Acquisitions Guarantee Limited (2,4,5)	In MVL	Limited by guarantee	N/A%
Spirit Managed Holdings Limited (1)	Holding company	Ordinary	100%
Spirit Group Pension Trustee Limited (2,5)	In MVL	Ordinary	100%
Spirit Group Equity Limited (1)	Holding company	Ordinary	100%
Spirit (PSC) Limited (2,5)	In MVL	Ordinary	100%
Spirit Acquisition Properties Limited (2,5)	In MVL	Ordinary	100%
Tom Cobleigh Holdings Limited (2,5)	In MVL	Ordinary	100%
Tom Cobleigh Group Limited (2,5)	In MVL	Ordinary	100%
Spirit Financial Holdings Limited (1)	Holding company	Ordinary	100%
Spirit Finco Limited (3)	Financing	Ordinary	100%
Spirit Parent Limited (1)	Holding company	Ordinary	100%
Spirit Pub Company (Investments) Limited (1)	Financing	Ordinary	100%
Spirit Funding Limited (3)	Financing	Ordinary	100%
Spirit Managed Inns Limited (1)	Financing	Ordinary	100%
Spirit Pubs Debenture Holdings Limited (1)	Holding company	Ordinary	100%
Spirit Pubs Parent Limited (1)	Holding company	Ordinary	100%
Spirit Pub Company (Managed) Limited (1)	Pub retailing	Ordinary	100%
Spirit Pub Company (Leased) Limited (1)	Leasing of public houses	Ordinary	100%
Spirit (SGL) Limited (1)	Holding company	Ordinary	100%
Tom Cobleigh Limited (1)	Holding company	Ordinary	100%
The Nice Pub Company Limited (2,5)	In MVL	Ordinary	100%
Spirit (AKE Holdings) Limited (1)	Holding company	Ordinary	100%
Allied Kunick Entertainments Limited (1)	Non trading	Ordinary	100%
Spirit (Faith) Limited (1)	Financing	Ordinary	100%
Spirit Retail Bidco Limited (1)	Holding company	Ordinary	100%
Spirit Group Retail Limited (1)	Holding company	Ordinary, Preference	100%
Spirit Group Retail (Northampton) Limited (1)	Financing	Ordinary, Preference	100%
Spirit Group Retail Pensions Limited (2,5)	In MVL	Ordinary	100%
Aspect Ventures Limited (2,5)	In MVL	Ordinary	100%
AVL (Pubs) No.1 Limited (2,5)	In MVL	Ordinary	100%
AVL (Pubs) No.2 Limited (2,5)	In MVL	Ordinary	100%

SPIRIT PUB COMPANY (HOLDCO) LIMITED

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8. FIXED ASSET INVESTMENTS (CONTINUED)

SUBSIDIARY UNDERTAKINGS (CONTINUED)

Name	Principal activity	Class of shares	Holding
Cleveland Place Holdings Limited (1)	Holding company	Ordinary	100%
Huggins and Company Limited (1)	Financing	Ordinary	100%
The Chef and Brewer Group Limited (1)	Holding company	Ordinary	100%
Chef and Brewer Limited (2,5)	In MVL	Ordinary	100%
City Limits Limited (2,5)	In MVL	Ordinary	100%
Open House Limited (2,5)	In MVL	Ordinary	100%
R.V. Goodhew Limited (1)	Financing	Ordinary	100%
Springtarn Limited (2,5)	In MVL	Ordinary	100%
Spirit Group Retail (South) Limited (2,5)	In MVL	Ordinary	100%
Whitegate Taverns Limited (2,5)	In MVL	Ordinary	100%
Narnain (1)	Holding company	Ordinary	100%
Dearg Limited (1)	Holding company	Ordinary	100%
CPH Palladium Limited (1)	Holding company	Ordinary	100%
Freshwild Limited (1)	Holding company	Ordinary	100%
Mountloop Limited (1)	Financing	Ordinary	100%

The directors believe that the carrying value of the investment is supported by their underlying asset.

(1) Incorporated in England and Wales. Registered office: Westgate Brewery, Bury St Edmunds, Suffolk, IP33 1QT.

(2) Incorporated in England and Wales. Registered office: Resolve Advisory Limited, 22 York Buildings, London, WC2N 6JU.

(3) Incorporated in Cayman Islands. Registered office: PO Box 309, Ugland House, Grand Cayman, KY1-1004.

(4) Company is limited by guarantee.

(5) Entity was dissolved in April 2022.

In MVL = in Members Voluntary Liquidation.

9. DEBTORS: Amounts falling due within one year

	2 January 2022 £000	3 January 2021 £000
Amounts owed by group undertakings held at amortised cost	50,886	50,855
Amounts owed by group undertakings held at fair value through profit or loss	278,257	259,767
	329,143	310,622

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9. DEBTORS: Amounts falling due within one year (CONTINUED)

Included within amounts owed by group undertakings held at amortised cost is a non-interest bearing loan to fellow group company, Spirit Parent Limited, of £1,000,000 (2021: £1,000,000). The balance is repayable on demand. Other amounts owed by group undertakings held at amortised cost are unsecured, bearing no interest, have no fixed date of repayment and are repayable on demand. Expected credit losses of £144,000 (2021: £175,000) have been recognised against the carrying value.

Amounts owed by group undertakings held at fair value through profit or loss comprises a loan from fellow group undertaking, Spirit Pub Company (SGE) Limited, of £278,257,000 (2021: £259,767,000). The loan accrues interest on the principal of £233,600,000 at such rate of interest (if any) as may be agreed between the parties from time to time. The interest rate agreed for the period was 7% per annum (2021: 7%). During the period accrued interest repayments of £nil (2021: £nil) were received and at the balance sheet date the outstanding accrued interest included in the balance due was £42,470,000 (2021: £26,163,000). The balance is repayable on demand.

10. CREDITORS: Amounts falling due within one year

	2 January 2022 £000	3 January 2021 £000
Amounts owed to group undertakings	9,772	9,772
Corporation tax	3,762	-
	<u>13,534</u>	<u>9,772</u>

Amounts owed to group undertakings are unsecured, bear no interest, have no fixed date of repayment and are repayable on demand.

SPIRIT PUB COMPANY (HOLDCO) LIMITED

NOTES TO THE FINANCIAL STATEMENTS For the 52 weeks ended 2 January 2022

II. FINANCIAL INSTRUMENTS

Fair values

Set out below is a comparison of carrying amounts and fair values of certain of the company's financial instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced liquidation or sale. The following methods and assumptions were used to estimate the fair values:

Amounts owed by group undertakings held at fair value through profit or loss: classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs. The valuation technique used to value the financial instruments was discounted cash flow analysis. Fair values of amounts owed by group undertakings are calculated by discounting estimated future cash flows by an implied yield determined with reference to observable market data adjusted to take account of economic differences between the amounts owed by group undertakings and the reference revolving credit facility. These adjustments reflect the credit risk of the loan. The cash flows have been assumed to take place one day after the balance sheet date.

	Hierarchical classification	Fair value 2 January 2022 £000	Carrying value 2 January 2022 £000	Fair value 3 January 2021 £000	Carrying value 3 January 2021 £000
Financial assets					
Amounts owed by group undertakings held at fair value through profit or loss	Level 3	278,257	278,257	259,767	259,767

The discount rate used to calculate the fair value of the loans was 4.95% (2021: 5.79%).

There is no material impact from the valuation of the loans due to the fact that they are repayable on demand.

Hierarchical classification of financial assets and liabilities measured at fair value.

IFRS 13 requires that the classification of financial instruments at fair value be determined by reference to the source of inputs used to derive fair value.

The classification uses the following three-level hierarchy:

Level 1 - unadjusted quoted prices in active markets for identical assets and liabilities.

Level 2 - other techniques for which all inputs have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 - techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

During the periods ending 2 January 2022 and 3 January 2021 there were no transfers between fair value levels 1, 2 or 3.

SPIRIT PUB COMPANY (HOLDCO) LIMITED

NOTES TO THE FINANCIAL STATEMENTS For the 52 weeks ended 2 January 2022

11. FINANCIAL INSTRUMENTS (continued)

The following table is a reconciliation of fair value measurements categorised within level 3 of the fair value hierarchy.

	2 January 2022 £000	3 January 2021 £000
Opening balance	259,767	248,477
Fair value gains	18,490	11,290
Closing balance	278,257	259,767

12. CALLED UP SHARE CAPITAL

	2 January 2022 £	3 January 2021 £
Allotted, called up and fully paid		
61,000,006 (2021:61,000,006) Ordinary shares of £1.00 each	61,000,006	61,000,006

13. RESERVES

Share premium account

Share premium represents the excess of proceeds received over the nominal value of new shares issued.

Profit and loss account

Profit and loss account reserve represents accumulated retained earnings.

14. RELATED PARTY TRANSACTIONS

During the period the company entered into transactions, in the ordinary course of business, with other related parties. The company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with related parties that are wholly owned subsidiaries of the CK Asset Holdings Limited group. Amounts shown as owed to and by group subsidiaries are all held with other group undertakings. There were no transactions entered into during the financial year or trading balances outstanding at the balance sheet date with other related parties.

SPIRIT PUB COMPANY (HOLDCO) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 2 January 2022

15. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

At the balance sheet date, the directors consider the immediate parent undertaking and immediate controlling party of Spirit Pub Company (Holdco) Limited to be Spirit Pub Company Limited, a company incorporated in England and Wales.

The ultimate parent undertaking and ultimate controlling party is CK Asset Holdings Limited, a company registered in the Cayman Islands and registered in Hong Kong with its shares listed on the Main Board of the Hong Kong Stock Exchange.

Greene King Limited is the smallest group which includes the results of the company and for which group financial statements are prepared. Copies of its group financial statements are available from Westgate Brewery, Bury St Edmunds, Suffolk, IP33 1QT.

CK Asset Holdings Limited is the largest group which includes the results of the company and for which group financial statements are prepared. Copies of its group financial statements are available from 7th Floor, Cheung Kong Center, 2 Queen's Road Central, Hong Kong.