

Registered number: 07662502

SPIRIT PUB COMPANY (SGE) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

For the 52 weeks ended 29 April 2018



SPIRIT PUB COMPANY (SGE) LIMITED

COMPANY INFORMATION

Director	R Smothers (appointed 31 January 2018)
Company secretary	Mrs L A Keswick
Registered number	07662502
Registered office	Westgate Brewery Bury St Edmunds Suffolk IP33 1QT
Auditor	Ernst & Young LLP Statutory Auditor One Cambridge Business Park Cambridge CB4 0WZ

SPIRIT PUB COMPANY (SGE) LIMITED

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SPIRIT PUB COMPANY (SGE) LIMITED

STRATEGIC REPORT **For the 52 weeks ended 29 April 2018**

Introduction

The director presents his strategic report for the 52 weeks ended 28 April 2018.

Business review

The principal activity of the company is that of an investment holding company.

The company's performance in the period has met the director's expectations and no significant change to the operations of the business is expected in future periods.

Principal risks and uncertainties

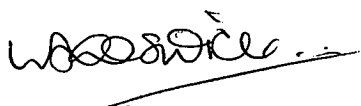
As a 100% owned subsidiary of the Greene King plc group, the principal risks and uncertainties faced by the company are consistent with those disclosed within the Greene King plc financial statements for the 52 weeks ended 29 April 2018.

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 (SGE) Limited are managed at a Greene King plc group level and the director therefore believes that disclosure of key performance indicators for the company are not appropriate to understand the performance or position of the business. The performance of Greene King plc is discussed in the Greene King plc annual report and financial statements which are publicly available.

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



Mrs L A Keswick

Secretary

Date: 23 January 2019

SPIRIT PUB COMPANY (SGE) LIMITED

DIRECTORS' REPORT For the 52 weeks ended 29 April 2018

The directors present their report and the financial statements for the 52 weeks ended 29 April 2018.

Principal activity

The principal activity of the company is that of an investment holding company.

Results and dividends

The profit for the 52 weeks, after taxation, amounted to £4,687,000 (2017: £13,335,000).

The director does not recommend a final dividend (2017: £nil). An interim dividend of £nil was paid during the period (2017: £12,218,000).

Going concern

At the balance sheet date the company had net current liabilities of £174,710,000 and net assets of £121,068,000. This includes net amounts due to Greene King plc and other group undertakings amounting to £174,710,000. It is therefore clear that the company requires financial support from its ultimate parent undertaking, Greene King plc, to enable it to meet its liabilities as they fall due. Greene King plc has confirmed that it will provide the necessary financial support for at least 12 months from the date of approval of these financial statements to enable the company to meet its liabilities as they fall due. The director of the company has made appropriate enquiries of the directors of Greene King plc 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 were:

K Davis (resigned 31 January 2018)

R Smothers (appointed 31 January 2018)

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

The interest of the director in the shares of the ultimate parent company, Greene King Plc, is shown in the financial statements of that company, where they are a director of Greene King Plc.

Future developments

Growth and development of the business will continue to be encouraged and supported by the board.

Qualifying third party indemnity provisions

The company has indemnified the director of the company in respect of proceedings brought by third parties. Such qualifying third party indemnity provision remains in place at the date of this report.

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.

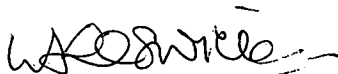
SPIRIT PUB COMPANY (SGE) LIMITED

DIRECTORS' REPORT (CONTINUED)
For the 52 weeks ended 29 April 2018

Auditor

The auditor, Ernst & Young 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.



Mrs L A Keswick

Secretary

Date: 23 January 2019

SPIRIT PUB COMPANY (SGE) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

For the 52 weeks ended 29 April 2018

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 including FRS 101 'Reduced Disclosure Framework' 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 (SGE) LIMITED

OPINION

We have audited the financial statements of Spirit Pub Company (SGE) Limited (the 'company') for the 52 weeks ended 29 April 2018 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and the related notes 1 to 18, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 29 April 2018 and of its profit for the 52 weeks 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.

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 below. 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 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

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 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.

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.

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

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 period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report has 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 company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

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:

- 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.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the directors' responsibilities statement, set out on page 4, 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

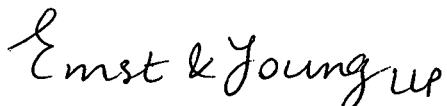
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee 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 Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

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

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.



Lloyd Brown (Senior statutory auditor)

for and on behalf of
Ernst & Young LLP, Statutory Auditor
London, UK

Date: 23/1/2019

SPIRIT PUB COMPANY (SGE) LIMITED

STATEMENT OF COMPREHENSIVE INCOME For the 52 weeks ended 29 April 2018

		52 weeks ended 29 April 2018 £000	52 weeks ended 30 April 2017 £000
	Note		
Income from fixed assets investments		-	10,000
Interest receivable and similar income	7	20,471	20,471
Interest payable and expenses	8	(16,307)	(16,307)
Profit before tax		4,164	14,164
Taxation	9	523	(829)
Profit for the period		4,687	13,335

There were no recognised gains and losses for 2018 or 2017 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2018 (2017: £nil).

The notes on pages 11 to 21 form part of these financial statements.

SPIRIT PUB COMPANY (SGE) LIMITED
Registered number: 07662502

BALANCE SHEET
As at 29 April 2018

	Note	29 April 2018 £000	30 April 2017 £000
Fixed assets			
Investments	11	295,778	295,778
Current assets			
Debtors: amounts falling due within one year	12	90,280	70,537
Cash at bank	13	-	121
		<u>90,280</u>	<u>70,658</u>
Creditors: amounts falling due within one year	14	(264,990)	(250,055)
Net current liabilities		<u>(174,710)</u>	<u>(179,397)</u>
Net assets		<u>121,068</u>	<u>116,381</u>
Capital and reserves			
Called up share capital	15	93,129	93,129
Profit and loss account	16	27,939	23,252
Equity		<u>121,068</u>	<u>116,381</u>

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

R Smothers
Director

Date: 23 January 2019

The notes on pages 11 to 21 form part of these financial statements.

SPIRIT PUB COMPANY (SGE) LIMITED

STATEMENT OF CHANGES IN EQUITY
For the 52 weeks ended 29 April 2018

	Called up share capital	Profit and loss account	Total equity
	£000	£000	£000
At 2 May 2016	93,129	22,135	115,264
Profit for the period	-	13,335	13,335
Dividends: Equity capital	-	(12,218)	(12,218)
At 1 May 2017	93,129	23,252	116,381
Profit for the period	-	4,687	4,687
At 29 April 2018	93,129	27,939	121,068

The notes on pages 11 to 21 form part of these financial statements.

SPIRIT PUB COMPANY (SGE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 29 April 2018

1. GENERAL INFORMATION

Spirit Pub Company (SGE) 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.

The following principal accounting policies have been applied:

2.2 Financial reporting standard 101 - reduced disclosure exemptions

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

- 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 of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- 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

2.3 Going concern

At the balance sheet date the company had net current liabilities of £174,710,000 and net assets of £121,068,000. This includes net amounts due to Greene King plc and other group undertakings amounting to £174,710,000. It is therefore clear that the company requires financial support from its ultimate parent undertaking, Greene King plc, to enable it to meet its liabilities as they fall due. Greene King plc has confirmed that it will provide the necessary financial support for at least 12 months from the date of approval of these financial statements to enable the company to meet its liabilities as they fall due. The director of the company has made appropriate enquiries of the directors of Greene King plc 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 (SGE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS **For the 52 weeks ended 29 April 2018**

2. ACCOUNTING POLICIES (CONTINUED)

2.4 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

2.5 Intercompany balances

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.

2.6 Cash at bank

Cash at bank in the balance sheet comprises cash at bank and short-term deposits with an original maturity of three months or less.

2.7 Interest

Interest receivable or payable under the company's various investments and financial instruments is accrued so as to impute a constant periodic rate of return in the profit and loss account.

2.8 Taxation

Tax is recognised in the profit and loss account, 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.

2.9 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the board. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

SPIRIT PUB COMPANY (SGE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 29 April 2018

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

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect reported amounts of assets and liabilities, income and expense. The company bases its estimates and judgments on historical experience and other factors deemed reasonable under the circumstances, including any expectations of future events. Actual results may differ from these estimates.

The estimates and judgments considered to be significant are detailed below:

Taxation

Judgment is required when determining the provision for taxes as the tax treatment of some transactions cannot be finally determined until a formal resolution has been reached with the tax authorities. Assumptions are also made around the assets which qualify for capital allowances and the level of disallowable expenses and this affects the income tax calculation. Provisions are also made for uncertain exposures which can have an impact on both deferred and current tax. Tax benefits are not recognised unless it is probable that the benefit will be obtained and tax provisions are made if it is possible that a liability will arise. The final resolution of these transactions may give rise to material adjustments to the income statement and/or cashflow in future periods. The company reviews each significant tax liability or benefit each period to assess the appropriate accounting treatment.

Impairment of investments

The company determines whether fixed asset investments are impaired where there are indicators of impairment. This requires an estimation of the future cash flows likely to be received from the investment. The impairment recognised is based on the excess of the recoverable amount against the investments' carrying value.

4. STAFF COSTS

The company has no employees and did not incur any staff costs during the period (2017: £nil).

The director who held office during the period was also a director of fellow group undertakings. Total emoluments, including any company pension contributions, received by the director totals £770,000 (2017: £545,000) paid by the ultimate parent company or other group companies. The director does not believe that it is practicable to apportion this amount between qualifying services as directors to the company and to fellow group undertakings. The number of directors who received or exercised share options during the period was 1 (2017: 1).

5. AUDITOR'S REMUNERATION

The auditor's remuneration for the period of £1,000 (2017: £1,000) 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. INCOME FROM INVESTMENTS

	52 weeks ended 29 April 2018 £000	52 weeks ended 30 April 2017 £000
Income from fixed asset investments	-	10,000

SPIRIT PUB COMPANY (SGE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 29 April 2018

7. INTEREST RECEIVABLE AND SIMILAR INCOME

	52 weeks ended 29 April 2018 £000	52 weeks ended 30 April 2017 £000
Interest receivable from group undertakings	<u>20,471</u>	<u>20,471</u>

8. INTEREST PAYABLE AND SIMILAR EXPENSES

	52 weeks ended 29 April 2018 £000	52 weeks ended 30 April 2017 £000
Interest payable to group undertakings	<u>16,307</u>	<u>16,307</u>

9. TAXATION

	52 weeks ended 29 April 2018 £000	52 weeks ended 30 April 2017 £000
CORPORATION TAX		
Current tax on profits for the year	-	829
Adjustments in respect of previous periods	(523)	-
TOTAL CURRENT TAX	<u>(523)</u>	<u>829</u>

SPIRIT PUB COMPANY (SGE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS For the 52 weeks ended 29 April 2018

9. TAXATION (CONTINUED)

FACTORS AFFECTING TAXATION FOR THE PERIOD

The tax assessed for the period is lower than (2017 -lower than) the standard rate of corporation tax in the UK of 19.0% (2017 -19.9%). The differences are explained below:

	52 weeks ended 29 April 2018 £000	52 weeks ended 30 April 2017 £000
Profit on ordinary activities before tax	4,164	14,164
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.0% (2017 -19.9%)	791	2,819
EFFECTS OF:		
Adjustments in respect of prior periods	(523)	-
Dividends from UK companies	(3,344)	(1,990)
Group relief for nil consideration	2,553	-
TOTAL TAXATION FOR THE PERIOD	(523)	829

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

The Finance Act (No.2) Act 2015 reduced the rate of corporation tax from 20% to 19% from 1 April 2017 and the Finance Act 2016 further reduced the rate to 17% from 1 April 2020. Both these rate reductions were substantively enacted at the balance sheet date and are therefore included in these accounts.

10. DIVIDENDS

	29 April 2018 £000	30 April 2017 £000
Ordinary interim paid	-	12,218

Dividends of £nil per share (2017: £0.13) were paid in the year.

SPIRIT PUB COMPANY (SGE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 29 April 2018

II. FIXED ASSET INVESTMENTS

	Shares in group undertakings £000
COST	
At 1 May 2017	295,778
At 29 April 2018	295,778
NET BOOK VALUE	
At 29 April 2018	295,778
At 30 April 2017	295,778

The director believes that the carrying value of the investments is supported by their underlying net assets.

DIRECT SUBSIDIARY UNDERTAKINGS

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding	Principal activity
Spirit Pub Company (Derwent) Limited	Ordinary	100 %	Pub retailing
Spirit Managed Funding Limited	Ordinary; Preference	100 %	Financing
Spirit Pub Company (Trent) Limited	Ordinary	100 %	Pub retailing
Spirit Group Holdings Limited	Ordinary	100 %	Non-trading investment holding
Spirit (Redwood Bidco) Limited	Ordinary	100 %	Non-trading
Spirit (Legacy) Pension Trustee Limited	Ordinary	100 %	Pension trustee

The directors believe that the carrying value of the investments is supported by their underlying net assets.

INDIRECT SUBSIDIARY UNDERTAKINGS

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding	Principal activity
Spirit Intermediate Holdings Limited	Ordinary	100 %	Holding company

SPIRIT PUB COMPANY (SGE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 29 April 2018

II. FIXED ASSET INVESTMENTS (CONTINUED)

Spirit Group Parent Limited	Ordinary	100 %	Holding company
Spirit Pub Company (Services) Limited	Ordinary	100 %	Management and administration
Spirit Pub Company (Supply) Limited	Ordinary	100 %	Procurement of beverages for other group companies
Spirit Acquisitions Guarantee Limited	Limited by guarantee	N/A %	Non-trading
Spirit Acquisitions Holdings Limited	Ordinary	100 %	Holding company
Spirit Managed Holdings Limited	Ordinary	100 %	Holding company
Spirit Group Pension Trustee Limited	Ordinary	100 %	Pension Trustee
Spirit Group Equity Limited	Ordinary	100 %	Holding company
Spirit (PSC) Limited	Ordinary	100 %	Non-trading
Spirit Acquisition Properties Limited	Ordinary	100 %	Holding company
Tom Cobleigh Holdings Limited	Ordinary	100 %	Holding company
Tom Cobleigh Group Limited	Ordinary	100 %	Non-trading
Spirit Financial Holdings Limited	Ordinary	100 %	Holding company
Spirit Finco Limited	Ordinary	100 %	Non-trading
Spirit Parent Limited	Ordinary	100 %	Holding company
Spirit Pub Company (Investments) Limited	Ordinary	100 %	Financing
Spirit Funding Limited	Ordinary	100 %	Non-trading
Spirit Managed Inns Limited	Ordinary	100 %	Non-trading
Spirit Pubs Debenture Holdings Limited	Ordinary	100 %	Holding company
Spirit Pubs Parent Limited	Ordinary	100 %	Holding company
Spirit Pub Company (Managed) Limited	Ordinary	100 %	Pub retailing
Spirit Pub Company (Leased) Limited	Ordinary	100 %	Leasing of public houses
Spirit (SGL) Limited	Ordinary	100 %	Intermediate holding company
Tom Cobleigh Limited	Ordinary	100 %	Holding company
The Nice Pub Company Limited	Ordinary	100 %	Non-trading
Spirit (AKE Holdings) Limited	Ordinary	100 %	Holding company

SPIRIT PUB COMPANY (SGE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 29 April 2018

II. FIXED ASSET INVESTMENTS (CONTINUED)

Allied Kunick Entertainments Limited	Ordinary	100 %	Property
Spirit (Faith) Limited	Ordinary	100 %	Pub retailing
Spirit Retail Bidco Limited	Ordinary	100 %	Holding company
Spirit Group Retail Pensions Limited	Ordinary	100 %	Pension Trustee
Spirit Group Retail Limited	Ordinary; Additional Redeemable Preference Shares	100 %	Holding company
Spirit Group Retail (Northampton) Limited	Ordinary; Preference	100 %	Non-trading
Cleveland Place Holdings Limited	Ordinary	100 %	Holding company
Huggins and Company Limited	Ordinary	100 %	Non-trading
The Chef & Brewer Group Limited	Ordinary	100 %	Holding company
Chef & Brewer Limited	Ordinary	100 %	Non-trading
City Limits Limited	Ordinary	100 %	Non-trading
Open House Limited	Ordinary; Deferred	100 %	Non-trading
R.V. Goodhew Limited	Ordinary	100 %	Non-trading
Springtarn Limited	Ordinary	100 %	Non-trading
Spirit Group Retail (South) Limited	Ordinary	100 %	Holding company
Whitegate Taverns Limited	Ordinary	100 %	Non-trading
Narnain	Ordinary	100 %	Holding company
Dearg Limited	Ordinary	100 %	Holding company
CPH Palladium Limited	Ordinary	100 %	Holding company
Freshwild Limited	Ordinary	100 %	Holding company
Mountloop Limited	Ordinary	100 %	Non-trading
Aspect Ventures Limited	Ordinary	100 %	Holding company
AVL (Pubs) No.1 Limited	Ordinary	100 %	Holding company
AVL (Pubs) No.2 Limited	Ordinary	100 %	Non-trading

All the subsidiaries are incorporated in England & Wales except for Spirit Finco Limited and Spirit Funding Limited which are incorporated in the Cayman Islands.

SPIRIT PUB COMPANY (SGE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 29 April 2018

12. DEBTORS: Amounts falling due within one year

	29 April 2018 £000	30 April 2017 £000
Amounts owed by group undertakings	56,145	54,000
Preferential dividends receivable from group undertakings	34,135	16,537
	90,280	70,537

Included within amounts owed by group undertakings are four loans owed by Spirit Pub Company (Investments) Limited totalling £56,747,000 (2017: £53,874,000). Each loan accrues interest at 7% per annum on the total principal outstanding of £41,154,000, and at the balance sheet date £15,593,000 of accrued interest is outstanding (2017: £12,720,000). All loans are repayable on demand.

Other amounts owed by group undertakings are unsecured, bear no interest, have no fixed date of repayment and are repayable on demand.

Preferential dividends become due and payable to the company on 30 May and 30 November each year.

As at the balance sheet date accrued dividend payments are as follows:

	29 April 2018 £000	30 April 2017 £000
Dividend due 30 May 2016	341	341
Dividend due 30 November 2016	8,896	8,896
Dividend due 30 May 2017	8,751	7,300
Dividend due 30 November 2017	8,896	-
Dividend due 30 May 2018	7,251	-
	34,135	16,537

13. CASH AT BANK

	29 April 2018 £000	30 April 2017 £000
Cash at bank	-	121

SPIRIT PUB COMPANY (SGE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 29 April 2018

14. CREDITORS: Amounts falling due within one year

	29 April 2018 £000	30 April 2017 £000
Amounts owed to group undertakings	264,990	249,226
Corporation tax payable	-	829
	<u>264,990</u>	<u>250,055</u>

Included within amounts owed to group undertakings is a loan from fellow group undertaking, Spirit Pub Company (Holdco) Limited, of £264,915,000 (2017: £248,608,000). 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 (2017: 7%). During the period accrued interest repayments of £nil (2017: £27,782,000) were paid and at the balance sheet date the outstanding accrued interest included in the balance sheet due was £31,315,000 (2017: £15,008,000). The balance is repayable on demand.

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

15. CALLED UP SHARE CAPITAL

	29 April 2018 £	30 April 2017 £
Allotted, called up and fully paid		
93,128,687 Ordinary shares of £1 each	<u>93,128,687</u>	<u>93,128,687</u>

16. RESERVES

Profit and loss account

Profit and loss account reserve represents accumulated retained earnings.

17. 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 Greene King plc group. Amounts shown as owed to and by group subsidiaries are all held with fellow 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 (SGE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 weeks ended 29 April 2018

18. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

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

The ultimate parent undertaking and ultimate controlling party is Greene King plc, a company registered in England and Wales.

Greene King Plc is the smallest and 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 Westgate Brewery, Bury St Edmunds, Suffolk, IP33 1QT.