

Registered number: 07662502

## **SPIRIT PUB COMPANY (SGE) LIMITED**

### **ANNUAL REPORT AND FINANCIAL STATEMENTS**

**For the 36 weeks ended 3 January 2021**



## **SPIRIT PUB COMPANY (SGE) LIMITED**

### **COMPANY INFORMATION**

<b>Director</b>	R Smothers
<b>Company secretary</b>	Mrs L A Keswick
<b>Registered number</b>	07662502
<b>Registered office</b>	Westgate Brewery Bury St Edmunds Suffolk IP33 1QT United Kingdom
<b>Auditor</b>	Deloitte LLP Statutory Auditor 1 New Street Square London EC4A 3HQ

## **SPIRIT PUB COMPANY (SGE) LIMITED**

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## **SPIRIT PUB COMPANY (SGE) LIMITED**

### **STRATEGIC REPORT For the 36 weeks ended 3 January 2021**

#### **Introduction**

The director presents his strategic report for the 36 weeks ended 3 January 2021.

#### **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 with net liabilities decreasing 1.8% to £157,947,000 (2020: £160,829,000) 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 current financial statements are 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 36 weeks ended 3 January 2021. 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 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.

#### **Director's 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.

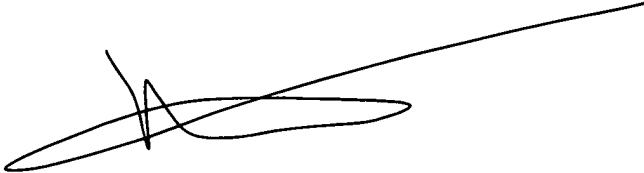
#### **Engaging with stakeholders**

The company's principal activity is that of an investment holding company. 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 director of the company is also a director of Greene King Limited group and therefore is aware of all decisions made at group-level, that will affect the company.

**SPIRIT PUB COMPANY (SGE) LIMITED**

**STRATEGIC REPORT (CONTINUED)**  
**For the 36 weeks ended 3 January 2021**

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

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke extending to the right.

**R Smothers**  
Director  
Date: 12 July 2021

## **SPIRIT PUB COMPANY (SGE) LIMITED**

### **DIRECTOR'S REPORT For the 36 weeks ended 3 January 2021**

The director presents his report and the financial statements for the period ended 3 January 2021.

#### **Principal activity**

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

#### **Results and dividends**

The profit for the period, after taxation, amounted to £2,882,000 (2020: (52 weeks) loss £249,220,000).

The director does not recommend a final dividend (2020: £nil). An interim dividend of £nil was paid during the period (2020: £33,258,000).

#### **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 minimum period of at least 12 months from the date of approval of these financial statements.

The directors of Greene King Limited have assessed the 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 both a prudent view of the next 12 months based on the latest set of government announcements relating to both re-opening and continued assistance but with no further enforced closures and a worst-case scenario that assumes the Greene King Limited group's pubs remain closed for the entire 12 month going concern period, the repayment of the Spirit debenture debt of c. £100m given the position of technical default as a result of the breach of covenants, and the business does not receive any incremental funding. Under both scenarios the Greene King Limited group is forecast to continue to have access to sufficient cash funds to be in operational existence for a period of at least 12 months from the date of approval of the financial statements.

In forming their conclusion in relation to going concern, the directors of Greene King Limited made a significant judgement in respect of the continued availability of the Greene King securitisation long-term asset-backed financing vehicle in the knowledge that the Greene King Limited group expected to be reliant upon waiver of debt covenants. On 9 April 2021 a waiver request was launched in relation to the four quarter lookback FCF DSCR covenant for the five quarters ending April 2021 through to April 2022 and the two quarter lookback FCF DSCR covenant for the three quarters ending April 2021 through to October 2021 in respect of the Greene King securitisation but given the result was not known at the time of the approval and signing of the Greene King Limited accounts on 29 April 2021 this judgement represented a material uncertainty on the Greene King Limited group's ability to continue as a going concern. On 3 May 2021 the waiver request was approved at a bond-holder meeting and this was announced via the Irish Stock Exchange on 4 May 2021. The waiver request received votes from 97.8% of the bond-holders and all votes were in favour which indicates the continued strength of bond-holder support.

As part of the consent solicitation the directors only requested waivers for covenant test periods which include a current known closed or severely impacted trading period i.e. from January to June 2021. There are two future covenant test periods which are not covered as part of the waiver and fall within the 12 month going concern period. These are the two quarter lookback FCF DSCR covenants for the test dates falling in January 2022 and April 2022. The directors have prepared forecasts for these two test periods which assume that pubs fully reopen in line with the current government roadmap of all restrictions being lifted from 19 July 2021 with trade improving through the second half of 2021 before reaching close to 2019 levels in the first quarter of 2022. These forecasts indicate that the Greene King securitisation FCF DSCR covenants will be passed with an EBITDA headroom in excess of 20%. In addition, and if required, the Directors can also support both their securitised vehicles through lower re-charges for operating costs incurred by other group companies. Based on this assessment and the waivers received, the Directors have concluded the risk of covenant breaches no longer creates material uncertainty about the ability of Greene King Limited to continue as a going concern.

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.

As a result the director of the company continues to prepare the financial statements on a going concern basis and as a result does not include any adjustments to the carrying amount or classification of assets and liabilities that would result if

## **SPIRIT PUB COMPANY (SGE) LIMITED**

### **DIRECTOR'S REPORT (CONTINUED)** **For the 36 weeks ended 3 January 2021**

the company were unable to continue as a going concern.

#### **Director**

The director who served during the period and to the date of the report was:

R Smothers

The director 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.

#### **Matters covered in the strategic report**

The company has chosen in accordance with section 414C(1) 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, principal risks and financial risk management.

#### **Disclosure of information to auditor**

The director at the time when this director's report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the company's auditor is unaware, and
- he 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.

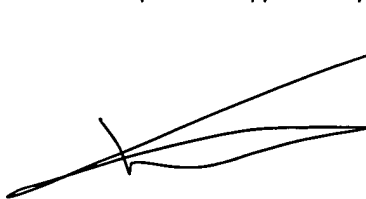
#### **Post balance sheet events**

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

#### **Auditor**

Deloitte LLP were appointed as the company's auditors during the year. They 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.



**R Smothers**  
Director  
Date: 12 July 2021

## **SPIRIT PUB COMPANY (SGE) LIMITED**

### **DIRECTOR'S RESPONSIBILITIES STATEMENT**

**For the 36 weeks ended 3 January 2021**

The director is responsible for preparing the strategic report, the director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director 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 director is 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 director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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**

### **REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS**

#### **Opinion**

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

- give a true and fair view of the company's affairs as at 3 January 2021 and of its profit for the period 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 18.

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 (SGE) 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](http://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, pensions legislation, 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 (SGE) 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 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 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 has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the 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

13 July 2021

**SPIRIT PUB COMPANY (SGE) LIMITED**

**STATEMENT OF COMPREHENSIVE INCOME**  
For the 36 weeks ended 3 January 2021

		<b>36 weeks ended 3 January 2021 £000</b>	<b>52 weeks ended 26 April 2020 £000</b>
	<b>Note</b>		
Income from fixed assets investments	6	-	32,616
Amounts owed by group undertaking written off	12	-	(286,000)
Interest receivable and similar income	7	14,172	20,471
Interest payable and similar charges	8	(11,290)	(16,307)
<b>Profit/(loss) before tax</b>		<b>2,882</b>	<b>(249,220)</b>
Taxation	9	-	-
<b>Profit/(loss) for the period</b>		<b>2,882</b>	<b>(249,220)</b>

There was no other comprehensive income for the 36 weeks ended 3 January 2021 (2020: £nil).

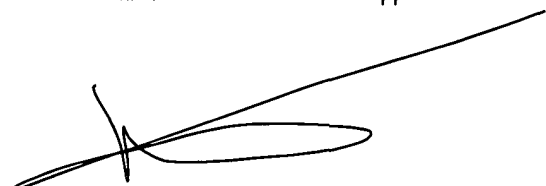
The notes on pages 12 to 24 form part of these financial statements.

**SPIRIT PUB COMPANY (SGE) LIMITED**  
Registered number:07662502

**BALANCE SHEET**  
As at 3 January 2021

	Note	3 January 2021 £000	26 April 2020 £000
<b>Fixed assets</b>			
Investments	11	295,778	295,778
<b>Current assets</b>			
Debtors: amounts falling due within one year	12	92,839	78,544
<b>Current liabilities</b>			
Creditors: amounts falling due within one year	13	(546,564)	(535,151)
<b>Net current liabilities</b>		<u>(453,725)</u>	<u>(456,607)</u>
<b>Total assets less current liabilities</b>		<u>(157,947)</u>	<u>(160,829)</u>
<b>Net liabilities</b>		<u>(157,947)</u>	<u>(160,829)</u>
<b>Capital and reserves</b>			
Called up share capital	15	93,129	93,129
Profit and loss account	16	(251,076)	(253,958)
<b>Equity</b>		<u>(157,947)</u>	<u>(160,829)</u>

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



**R Smothers**  
Director  
Date: 12 July 2021

The notes on pages 12 to 24 form part of these financial statements.

**SPIRIT PUB COMPANY (SGE) LIMITED****STATEMENT OF CHANGES IN EQUITY**  
**For the 36 weeks ended 3 January 2021**

	<b>Called up share capital £000</b>	<b>Profit and loss account £000</b>	<b>Total equity £000</b>
<b>At 29 April 2019</b>	<b>93,129</b>	<b>28,520</b>	<b>121,649</b>
Loss for the period	-	(249,220)	(249,220)
Dividends: Equity capital	-	(33,258)	(33,258)
<b>At 27 April 2020</b>	<b>93,129</b>	<b>(253,958)</b>	<b>(160,829)</b>
Profit for the period	-	2,882	2,882
<b>At 3 January 2021</b>	<b>93,129</b>	<b>(251,076)</b>	<b>(157,947)</b>

The notes on pages 12 to 24 form part of these financial statements.

## **SPIRIT PUB COMPANY (SGE) LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS** **For the 36 weeks ended 3 January 2021**

#### **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.

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 current financial statements are 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:

##### **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 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

## **SPIRIT PUB COMPANY (SGE) LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS** **For the 36 weeks ended 3 January 2021**

## **2. ACCOUNTING POLICIES (CONTINUED)**

### **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 minimum period of at least 12 months from the date of approval of these financial statements.

The directors of Greene King Limited have assessed the 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 both a prudent view of the next 12 months based on the latest set of government announcements relating to both re-opening and continued assistance but with no further enforced closures and a worst-case scenario that assumes the Greene King Limited group's pubs remain closed for the entire 12 month going concern period, the repayment of the Spirit debenture debt of c. £100m given the position of technical default as a result of the breach of covenants, and the business does not receive any incremental funding. Under both scenarios the Greene King Limited group is forecast to continue to have access to sufficient cash funds to be in operational existence for a period of at least 12 months from the date of approval of the financial statements.

In forming their conclusion in relation to going concern, the directors of Greene King Limited made a significant judgement in respect of the continued availability of the Greene King securitisation long-term asset-backed financing vehicle in the knowledge that the Greene King Limited group expected to be reliant upon waiver of debt covenants. On 9 April 2021 a waiver request was launched in relation to the four quarter lookback FCF DSCR covenant for the five quarters ending April 2021 through to April 2022 and the two quarter lookback FCF DSCR covenant for the three quarters ending April 2021 through to October 2021 in respect of the Greene King securitisation but given the result was not known at the time of the approval and signing of the Greene King Limited accounts on 29 April 2021 this judgement represented a material uncertainty on the Greene King Limited group's ability to continue as a going concern. On 3 May 2021 the waiver request was approved at a bond-holder meeting and this was announced via the Irish Stock Exchange on 4 May 2021. The waiver request received votes from 97.8% of the bond-holders and all votes were in favour which indicates the continued strength of bond-holder support.

As part of the consent solicitation the directors only requested waivers for covenant test periods which include a current known closed or severely impacted trading period i.e. from January to June 2021. There are two future covenant test periods which are not covered as part of the waiver and fall within the 12 month going concern period. These are the two quarter lookback FCF DSCR covenants for the test dates falling in January 2022 and April 2022. The directors have prepared forecasts for these two test periods which assume that pubs fully reopen in line with the current government roadmap of all restrictions being lifted from 19 July 2021 with trade improving through the second half of 2021 before reaching close to 2019 levels in the first quarter of 2022. These forecasts indicate that the Greene King securitisation FCF DSCR covenants will be passed with an EBITDA headroom in excess of 20%. In addition, and if required, the Directors can also support both their securitised vehicles through lower re-charges for operating costs incurred by other group companies. Based on this assessment and the waivers received, the Directors have concluded the risk of covenant breaches no longer creates material uncertainty about the ability of Greene King Limited to continue as a going concern.

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.

As a result the director of the company continues to prepare the financial statements on a going concern basis and as a result does not include any adjustments to the carrying amount or classification of assets and liabilities that would result if the company were unable to continue as a going concern.



## **SPIRIT PUB COMPANY (SGE) LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS** **For the 36 weeks ended 3 January 2021**

#### **2. ACCOUNTING POLICIES (CONTINUED)**

##### **2.4 Investments**

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

Investments in redeemable preference shares are financial instruments measured at fair value through profit and loss where they do not meet the definition of equity and their cash flows relating to interest payments can be deferred and such deferral does not result in interest accruing on the deferred amount. Gains and losses are recorded in profit or loss.

##### **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 income statement using the effective interest method. Interest income is recognised in the income statement using the effective interest method.

##### **2.8 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 shareholders at an annual general meeting.

## SPIRIT PUB COMPANY (SGE) LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

For the 36 weeks ended 3 January 2021

#### 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 (2020: none) and did not incur any staff costs during the period (2020: £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 £337,000 (2020: £517,000) paid by other companies in the Greene King Limited group. 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 in a fellow group company during the period was nil (2020: 1).

#### 5. AUDITOR'S REMUNERATION

The auditor's remuneration in respect of the audit of the financial statements for the period of £1,500 (2020: £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. INCOME FROM INVESTMENTS

	36 weeks ended 3 January 2021 £000	52 weeks ended 26 April 2020 £000
Income from fixed asset investments	-	32,616

During the prior period a dividend of £32,616,000 was received from Spirit Managed Funding Limited.

**SPIRIT PUB COMPANY (SGE) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

For the 36 weeks ended 3 January 2021

**7. INTEREST RECEIVABLE AND SIMILAR INCOME**

	<b>36 weeks ended 3 January 2021 £000</b>	52 weeks ended 26 April 2020 £000
Movement in fair value of intercompany loans	<b>14,172</b>	20,471

**8. INTEREST PAYABLE AND SIMILAR EXPENSES**

	<b>36 weeks ended 3 January 2021 £000</b>	52 weeks ended 26 April 2020 £000
Interest payable to group undertakings	<b>11,290</b>	16,307

**9. TAXATION**

	<b>36 weeks ended 3 January 2021 £000</b>	52 weeks ended 26 April 2020 £000
<b>TOTAL CURRENT TAX</b>	<b>-</b>	-

# SPIRIT PUB COMPANY (SGE) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS For the 36 weeks ended 3 January 2021

### 9. TAXATION (CONTINUED)

#### FACTORS AFFECTING TAXATION FOR THE PERIOD

The tax assessed for the period is lower than (2020: higher than) the standard rate of corporation tax in the UK of 19.0% (2020: 19.0%). The differences are explained below:

	36 weeks ended 3 January 2021 £000	52 weeks ended 26 April 2020 £000
Profit/(loss) on ordinary activities before tax	2,882	(249,220)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.0% (2019 - 19.0%)	548	(47,352)
<b>EFFECTS OF:</b>		
Expenses not deductible for tax purposes	-	54,340
Dividends from UK companies	(2,315)	(9,541)
Group relief for nil consideration	1,767	2,553
<b>TOTAL TAXATION FOR THE PERIOD</b>	<b>-</b>	<b>-</b>

#### FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

Under Finance Act 2020 enacted on 22 July 2020, the Corporation Tax rate for the 12 months from 1 April 2021 remains at 19%, therefore the enacted rate at the balance sheet date is unchanged at 19%.

Under Finance Act 2021 enacted on 10 June 2021, the main rate of Corporation Tax will increase to 25% from 1 April 2023.

A gross deferred tax asset of £2,257,000 (2020: £nil) has not been recognised in respect of interest restrictions. This is on the basis that the asset is not expected to be recoverable.

### 10. DIVIDENDS

	3 January 2021 £000	26 April 2020 £000
Equity dividends	-	33,258

Dividends of £0.357 per share were paid in the prior period.

**SPIRIT PUB COMPANY (SGE) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

For the 36 weeks ended 3 January 2021

**II. FIXED ASSET INVESTMENTS**

	Investment in ordinary shares £000	Investment in preference shares £000	Total £000
<b>COST</b>			
At 27 April 2020	43,688	252,090	295,778
At 3 January 2021	<u>43,688</u>	<u>252,090</u>	<u>295,778</u>
<b>NET BOOK VALUE</b>			
At 3 January 2021	<u>43,688</u>	<u>252,090</u>	<u>295,778</u>
At 26 April 2020	<u>43,688</u>	<u>252,090</u>	<u>295,778</u>

Fixed asset investments comprise investments in the share capital of its direct subsidiaries consisting of ordinary shares totalling £43,688,000. In addition it includes an investment of £252,090,000 in fully paid 7% cumulative redeemable preference shares at the option of the holder.

# SPIRIT PUB COMPANY (SGE) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

For the 36 weeks ended 3 January 2021

### II. FIXED ASSET INVESTMENTS (CONTINUED)

#### SUBSIDIARY UNDERTAKINGS

The following were subsidiary undertakings of the company:

Name	Principal activity	Class of shares	Holding
Spirit Pub Company (Derwent) Limited (1)	Non trading	Ordinary	100%
Spirit Managed Funding Limited (1)	Financing	Ordinary	100%
		Preference	
Spirit Pub Company (Trent) Limited (1)	Pub retailing	Ordinary	100%
Spirit Group Holdings Limited (1)	Holding company	Ordinary	100%
Spirit (Redwood Bidco) Limited (2)	In MVL	Ordinary	100%
Spirit (Legacy) Pension Trustee Limited (1)	Pension trustee	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)	Administration	Ordinary	100%
Spirit Pub Company (Supply) Limited (1)	Procurement	Ordinary	100%
Spirit Acquisitions Holdings Limited (2)	In MVL	Ordinary	100%
Spirit Acquisitions Guarantee Limited (2,4)	In MVL	Limited by guarantee	N/A%
Spirit Managed Holdings Limited (1)	Holding company	Ordinary	100%
Spirit Group Pension Trustee Limited (2)	In MVL	Ordinary	100%
Spirit Group Equity Limited (1)	Holding company	Ordinary	100%
Spirit Acquisition Properties Limited (2)	In MVL	Ordinary	100%
Tom Cobleigh Holdings Limited (2)	In MVL	Ordinary	100%
Tom Cobleigh Group Limited (2)	In MVL	Ordinary	100%
Spirit (PSC) Limited (2)	In MVL	Ordinary	100%
Spirit Financial Holdings Limited (1)	Holding company	Ordinary	100%
Spirit Parent Limited (1)	Holding company	Ordinary	100%
Spirit Finco Limited (3)	Non trading	Ordinary	100%
Spirit Pub Company (Investments) Limited (1)	Financing	Ordinary	100%
Spirit Funding Limited (3)	Non trading	Ordinary	100%
Spirit Managed Inns Limited (1)	Non trading	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)	In MVL	Ordinary	100%
Spirit (AKE Holdings) Limited (1)	Holding company	Ordinary	100%
Allied Kunick Entertainments Limited (1)	Financing	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	100%
		Preference	
Spirit Group Retail (Northampton) Limited (1)	Non trading	Ordinary	100%
		Preference	
Spirit Group Retail Pensions Limited (1)	In MVL	Ordinary	100%
Aspect Ventures Limited (2)	In MVL	Ordinary	100%
AVL (Pubs) No.1 Limited (2)	In MVL	Ordinary	100%
AVL (Pubs) No.2 Limited (2)	In MVL	Ordinary	100%
Cleveland Place Holdings Limited (1)	Holding company	Ordinary	100%
Huggins and Company Limited (1)	Non trading	Ordinary	100%
The Chef and Brewer Group Limited (1)	Holding company	Ordinary	100%

# **SPIRIT PUB COMPANY (SGE) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

For the 36 weeks ended 3 January 2021

### **11. FIXED ASSET INVESTMENTS (CONTINUED)**

#### **SUBSIDIARY UNDERTAKINGS (CONTINUED)**

<b>Name</b>	<b>Principal activity</b>	<b>Class of shares</b>	<b>Holding</b>
Chef and Brewer Limited (2)	In MVL	Ordinary	100%
City Limits Limited (2)	In MVL	Ordinary	100%
Open House Limited (2)	In MVL	Ordinary	100%
R.V. Goodhew Limited (1)	Non trading	Ordinary	100%
		Deferred ordinary	
Springtarn Limited (2)	In MVL	Ordinary	100%
Spirit Group Retail (South) Limited (2)	In MVL	Ordinary	100%
Whitegate Taverns Limited (2)	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)	Non trading	Ordinary	100%

(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.

In MVL = in Members Voluntary Liquidation.

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

### **12. DEBTORS: Amounts falling due within one year**

	<b>3 January 2021 £000</b>	<b>26 April 2020 £000</b>
Amounts owed by group undertakings held at amortised cost	<b>123</b>	-
Preferential dividends receivable from group undertakings	<b>28,234</b>	16,051
Amounts owed by group undertakings held at fair value through profit or loss	<b>64,482</b>	62,493
	<b>92,839</b>	<b>78,544</b>

## SPIRIT PUB COMPANY (SGE) LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

For the 36 weeks ended 3 January 2021

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

Amounts owed by group undertakings held at amortised cost are unsecured, bear no interest, have no fixed date of repayment and are repayable on demand.

Amounts owed by group undertakings held at fair value through profit or loss are four loans owed by Spirit Pub Company (Investments) Limited totalling £64,482,000 (2020: £62,493,000). Each loan accrues interest at 7% per annum on the total principal outstanding of £41,154,000, and at the balance sheet date £23,328,000 of accrued interest is outstanding (2020: £21,339,000). All loans 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:

	3 January 2021 £000	26 April 2020 £000
Dividend due 30 November 2019	8,896	8,896
Dividend due 30 May 2020	8,799	7,155
Dividend due 30 November 2020	8,896	-
Dividend due 30 May 2021	1,643	-
	<u>28,234</u>	<u>16,051</u>

#### 13. CREDITORS: Amounts falling due within one year

	3 January 2021 £000	26 April 2020 £000
Amounts owed to group undertakings	<u>546,564</u>	<u>535,151</u>

Included within amounts owed to group undertakings is a loan from fellow group undertaking, Spirit Pub Company (Holdco) Limited, of £259,762,000 (2020: £248,477,000). 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 (2020: 7%). During the period accrued interest repayments of £nil (2020: £8,109,000) were paid and at the balance sheet date the outstanding accrued interest included in the balance sheet due was £26,164,000 (2020: £14,874,000). The balance is repayable on demand.

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



## SPIRIT PUB COMPANY (SGE) LIMITED

### NOTES TO THE FINANCIAL STATEMENTS For the 36 weeks ended 3 January 2021

#### 14. 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:

**Loans due from group undertakings and redeemable preference shares 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 loans 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 loans 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 3 January 2021 £000	Carrying value 3 January 2021 £000	Fair value 26 April 2020 £000	Carrying value 26 April 2020 £000
<b>Financial assets</b>					
Amounts owed by group undertakings held at fair value through profit or loss	Level 3	64,482	64,482	62,493	62,493
Redeemable preference shares	Level 3	280,324	280,324	268,141	268,141
		<u>344,806</u>	<u>344,806</u>	<u>330,634</u>	<u>330,634</u>

The discount rate used to calculate the fair value of the loans was 4.95% (2020: 5.00%).

There is no material impact on 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 3 January 2021 and 26 April 2020 there were no transfers between fair value levels 1, 2 or 3.

## SPIRIT PUB COMPANY (SGE) LIMITED

### NOTES TO THE FINANCIAL STATEMENTS For the 36 weeks ended 3 January 2021

#### 14. FINANCIAL INSTRUMENTS (continued)

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

	3 January 2021 £000	26 April 2020 £000
Opening balance	330,634	318,913
Fair value gains	14,172	20,471
Settlement	-	(8,750)
<b>Closing balance</b>	<b>344,806</b>	<b>330,634</b>

#### 15. CALLED UP SHARE CAPITAL

	3 January 2021 £	26 April 2020 £
<b>Allotted, called up and fully paid</b>		
93,128,687 (2020:93,128,687) Ordinary shares of £1.00 each	<b>93,128,687</b>	<b>93,128,687</b>

#### 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 CK Asset Holdings Limited 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 36 weeks ended 3 January 2021**

**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 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.