

Sheldon Euro Investments 2 Limited

Annual Report and Financial Statements

for the year ended 31 January 2021

Registered number: 07721340



Sheldon Euro Investments 2 Limited

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Sheldon Euro Investments 2 Limited

Company directory

Registered Office

3 Sheldon Square
Paddington
London
W2 6PX
United Kingdom

Company Type

Sheldon Euro Investments 2 Limited is a private Company limited by shares

Directors

P. Moore
J. Smith

Auditor

Deloitte LLP
Statutory Auditor
London
United Kingdom

Sheldon Euro Investments 2 Limited

Directors' report

The Directors present their annual report and audited financial statements of Sheldon Euro Investments 2 Limited (the "Company") for the financial year ended 31 January 2021.

The Directors' report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006, and consequently a Strategic Report has not been prepared.

Principal activities

The Company operates as a finance Company within the Kingfisher plc group (the "Group"). The Directors currently envisage that the Company will continue these operations for a minimum of 12 months after the signing date.

Results and dividends

The profit for the year, after taxation, amounted to €nil (2019/20: €23,694,000).

On 7 November 2019, Sheldon Euro Investments 2 Limited reduced its nominal value of the Company's issued ordinary share by €3,980,421,373 to €1 by consolidating the issued shared capital of the Company into 1 ordinary share and then reducing the nominal value of that share by €3,980,421,372 from €3,980,421,373 to €1.00. The €3,980,421,372 has been credited to the Company's profit and loss reserve as a result of the completion of the capital reduction.

The Company did not pay any dividends during the year (2019/20: €3,498,493,000). The Directors of the Company do not recommend the payment of a final dividend (2019/20: €nil).

Directors

The Directors, who served during the year and up to the date of signing, were as follows:

P. Moore

G. Kendall (appointed 19 July 2019, resigned 6 March 2020)

J. Smith (appointed 6 March 2020)

The Directors of the Company were remunerated by another company in the Group.

Company Secretary

P. Moore (resigned 1 June 2021)

Going concern

The Company has limited activity and benefits from continued financial support from the Group headed by Kingfisher plc to support its continued operations and meeting of obligations as they fall due.

The Directors, in combination with the Directors of Kingfisher plc, have analysed the Group's liquidity position and cash flow projections, including a forward looking Covid-19 scenario, up to the date on which these financial statements are approved and are satisfied that such support could be provided to the Company for at least 12 months from the date on which these financial statements are approved. The Directors therefore have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and they continue to adopt the going concern basis of accounting in preparing the annual financial statements (refer to note 1 for further information).

Future developments

The Directors expect the general level of activity to remain consistent with 2020/21 in the forthcoming year.

Sheldon Euro Investments 2 Limited

Directors' report (continued)

Post balance sheet events

In July 2021, the Company issued an interim dividend of €180m that coincided with an equivalent reduction in amounts due from Group undertakings.

Auditor

Deloitte LLP will continue to hold office in accordance with section 487 of the Companies Act 2006.

Statement of disclosure of information to auditor

Each of the persons who is a Director at the date of approval of this report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all the steps that he/she ought to have taken as a Director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

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

Statement of Directors' responsibilities

The following statement, which should be read in conjunction with the independent auditor's report, is made with a view to distinguishing for shareholders the responsibilities of the Directors and the auditor in relation to these financial statements.

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 Reduced Disclosure Framework. Under Company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business.

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

Approved and authorised for issue by the board of directors:

DocuSigned by:

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P. Moore
Director
28 July 2021

Sheldon Euro Investments 2 Limited

Independent auditor's report to the members of Sheldon Euro Investments 2 Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Sheldon Euro Investments 2 Limited (the "Company"):

- give a true and fair view of the state of the Company's affairs as at 31 January 2021 and of its result for the year 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 income statement;
- the statement of changes in equity;
- the balance sheet; and
- the related notes 1 to 10.

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 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.

Sheldon Euro Investments 2 Limited

Independent auditor's report to the members of Sheldon Euro Investments 2 Limited (continued)

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 framework 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 the UK Companies Act and 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 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.

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 in-house 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.

Sheldon Euro Investments 2 Limited

Independent auditor's report to the members of Sheldon Euro Investments 2 Limited (continued)

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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

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

Matters on which we are required to report by exception

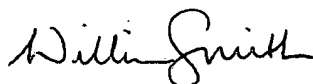
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- 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; or
- the directors were not entitled to take advantage of the small companies' exemption from the requirement to prepare a strategic report.

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.



William Smith MA FCA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
28 July 2021

Sheldon Euro Investments 2 Limited

Income statement

Year ended 31 January 2021

€'000	Notes	2020/21	2019/20
Finance income	3	-	29,252
Profit before taxation		-	29,252
Income tax expense	6	-	(5,558)
Profit for the year		-	23,694
Total comprehensive income for the year		-	23,694

The notes on pages 11 to 14 form part of the financial statements.

There are no comprehensive income or expenses other than the result for the current year and profit for the preceding financial year. Accordingly, no statement of comprehensive income is given.

All of the above transactions relate to continuing operations.

Sheldon Euro Investments 2 Limited

Statement of changes in equity

Year ended 31 January 2021

€'000	Share Capital	Retained earnings	Total
At 1 February 2020	-	513,693	513,693
Total comprehensive income and profit for the year	-	-	-
At 31 January 2021	-	513,693	513,693
At 1 February 2019	3,980,421	8,071	3,988,492
Total comprehensive income and profit for the year	-	23,694	23,694
Capital Reduction	(3,980,421)	3,980,421	-
Dividends Paid	-	(3,498,493)	(3,498,493)
At 31 January 2020	-	513,693	513,693

The notes on pages 11 to 14 form part of the financial statements.

Sheldon Euro Investments 2 Limited

Balance sheet

At 31 January 2021

€'000	Notes	2020/21	2019/20
Current assets			
Other receivables	7	513,703	516,365
Total assets		513,703	516,365
Current liabilities			
Current tax liabilities		(10)	(2,672)
Total liabilities		(10)	(2,672)
Net assets		513,693	513,693
Equity			
Share capital	8	-	-
Retained earnings		513,693	513,693
Total equity		513,693	513,693

The notes on pages 11 to 14 form part of the financial statements.

The financial statements were approved by the Board of Directors on 28 July 2021 and were signed on its behalf by:

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P. Moore
Director

Sheldon Euro Investments 2 Limited

Notes to the financial statements

Year ended 31 January 2021

1 Principal accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

a. Basis of preparation

Sheldon Euro Investments 2 Limited is a private company limited by shares, incorporated in the United Kingdom and registered in England and Wales under the Companies Act 2006. The address of the registered office is given on page 2. The nature of the Company's operations and its principal activities are set out in the Directors' report on pages 3 and 4.

The financial statements are prepared in 'Euros' (€), which is also the company's functional currency on the basis that it is the currency of the primary economic environment in which the company operates.

The financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) as issued by the FRC as applied in accordance with the provisions of the Companies Act 2006.

The current financial year is the year ended 31 January 2021 ("the year" or "2020/21"). The comparative financial year is the year ended 31 January 2020 ("the prior year" or "2019/20").

The financial statements have been prepared on the going concern basis under the historical cost convention and in accordance with applicable Accounting Standards in the United Kingdom and the Companies Act 2006.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to presentation of a cash-flow statement, related party transactions, financial instruments, standards not yet effective and capital management. Where required, equivalent disclosures are given in the consolidated financial statements of Kingfisher plc, which are publicly available from www.kingfisher.com.

Changes to accounting policies as a result of new standards issued and effective do not have a material impact on the financial statements.

b. Going concern

The Company has limited activity and benefits from continued financial support from the Group headed by Kingfisher plc to support its continued operations and meeting of obligations as they fall due.

The Directors, in combination with the Directors of Kingfisher plc, have analysed the Group's liquidity position and cash flow projections, including a forward looking Covid-19 scenario, up to the date on which these financial statements are approved and are satisfied that such support could be provided to the Company for at least 12 months from the date on which these financial statements are approved. The Directors therefore have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

c. Foreign currency transactions and balances

The Company's functional and presentational currency is the Euro. Transactions denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing on the dates of the transactions or, for practical reasons, at average monthly rates where exchange rates do not fluctuate significantly.

Monetary assets and liabilities denominated in foreign currencies, which are held at the balance sheet date, are converted into Euro's at the year end exchange rates. Exchange differences on monetary items are taken into the income statement.

Sheldon Euro Investments 2 Limited

Notes to the financial statements

Year ended 31 January 2021

1 Principal accounting policies (continued)

d. Interest receivable and payable

Interest receivable and payables accrued on a daily basis.

e. Taxation

The income tax expense represents the sum of the tax currently payable. Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Taxable profit may differ from profit before taxation, as reported in the income statement, because it excludes items of income or expense which are taxable or deductible in other years or which are never taxable or deductible.

f. Financial instruments

Classification

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

Recognition and measurement

Other receivables

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

2 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements under FRS 101 requires the Company to make estimates and assumptions that affect the application of policies and reported amounts. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

There have been no critical accounting judgements and key sources of estimation uncertainty during the year.

3 Net finance income

€'000	2020/21	2019/20
Interest receivable from Group undertakings	-	29,252
Finance income	-	29,252

4 Employees' and Directors' remuneration

There were no employees or staff costs for the financial year ended 31 January 2021 (2019/20: €nil).

None of the Directors received any emoluments from the Company in respect of the financial year ended 31 January 2021 (2019/20: €nil). The Directors of the Company were remunerated by another company in the Group.

Sheldon Euro Investments 2 Limited

Notes to the financial statements

Year ended 31 January 2021

5 Auditor's remuneration

The auditor's remuneration for the auditing of the financial statements is £1,000 (2019/20: £1,000) and is borne by Kingfisher plc. No recharge will be made to the Company for these costs.

6 Income tax expense

€'000	2020/21	2019/20
UK corporation tax		
Current tax on profits for the year	-	5,558
Income tax expense	-	5,558

Factors affecting tax charge for the year

The Company's profits for this accounting period are taxed at a rate of 19% (2019/20: 19%).

Following the UK Budget announcement on 3 March 2021, the corporation tax rate will increase from 19% to 25% with effect from 1 April 2023. As this rate change had not been substantively enacted by the balance sheet date, the impact is not included in these financial statements.

€'000	2020/21	2019/20
Profit before taxation	-	29,252
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2019/20: 19%)	-	5,558
Income tax expense	-	5,558

7 Other receivables

€'000	2020/21	2019/20
Current		
Amounts owed by Group undertakings	513,703	516,365
Other receivables	513,703	516,365

Amounts owed by Group undertakings are unsecured and repayable on demand.

8 Share capital

	Number of ordinary shares in thousands	Ordinary share capital €'000
At 1 February 2020	-	-
At 31 January 2021	-	-
At 1 February 2019	3,980,421	3,980,421
Capital reduction	(3,980,421)	(3,980,421)
At 31 January 2020	-	-

As at 31 January 2021, 1 ordinary share issued at €1 and has attached to it full voting, dividend and capital distribution rights.

Sheldon Euro Investments 2 Limited

Notes to the financial statements

Year ended 31 January 2021

9 Ultimate holding Company

The Company's ultimate parent Company is Kingfisher plc, 3 Sheldon Square, Paddington, London W2 6PX, which is incorporated in the United Kingdom, and registered in England and Wales. The largest and smallest group into which the Company's financial statements are consolidated is that headed by Kingfisher plc. A copy of the Annual Report and Accounts for Kingfisher plc is publicly available from www.kingfisher.com.

The Company's immediate parent undertaking is Sheldon Holdings Limited, a Company incorporated in the United Kingdom and registered in England and Wales. The registered address of Sheldon Holdings Limited is 3 Sheldon Square, Paddington, London W2 6PX.

10 Subsequent events

In July 2021, the Company issued an interim dividend of €180m that coincided with an equivalent reduction in amounts due from Group undertakings.