Report and Financial Statements

Year Ended

31 December 2017

Company Number 07729514

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Report and financial statements for the year ended 31 December 2017

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Directors

J Charlesworth

N Chaudhary

R Cheshire

T Hennessy

Registered office

Unit 4, Albany Park, Frimley Road, Camberley, Surrey, GU16 7PQ, United Kingdom

Company number

07729514

Auditors

Grant Thornton UK LLP, 1020 Eskdale Road, Winnersh, Reading, RG41 5TS

Report and financial statements for the year ended 31 December 2017

Report of the Directors

The directors present their directors' report together with the audited financial statements for the year from 2 January 2017 to 31 December 2017.

Directors

The directors of the company during the period were:

G Amigues (resigned 28 March 2017)

J Charlesworth (appointed 3 July 2017)

N Chaudhary (appointed 28 March 2017)

R Cheshire

M Dowell (resigned 17 November 2017)

T Hennessy (appointed 28 March 2017)

R Ledger (resigned 16 June 2017)

M Martinez (resigned 3 July 2017)

M Tattersfield (resigned 28 March 2017)

Results and dividends

The Income Statement is set out on page 5. The results presented reflect trading for the year ended 31 December 2017. The comparative period reflects trading for the 11 months ended 1 January 2017. The loss before and after tax for the year of £157,000 (prior period 11 months: loss of £3,829,000) has been transferred to reserves.

The directors do not recommend the payment of a dividend.

Principal activity

Frimley Topco Limited is an investment holding company, maintaining investments in Frimley Bidco Limited and Krispy Kreme U.K. Limited which hold the rights to operate the Krispy Kreme brand in the United Kingdom and Republic of Ireland. Krispy Kreme is a leading branded speciality retailer and wholesaler of doughnuts. The premium quality doughnuts are freshly made every day with quality ingredients, utilising a secret recipe, in a vertically integrated production process.

Business review

The company's main activity is to act as a holding company for the investments in Frimley Bidco Limited and Krispy Kreme U.K. Limited. The directors are satisfied with the performance of the investments during the period, and do not anticipate the nature of the company's activities altering in the financial year.

Report and financial statements for the year ended 31 December 2017

Report of the Directors (continued)

Directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial 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 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"). 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;
- 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.

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

Under section 487(2) of the Companies Act 2006, Grant Thornton UK LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

In preparing this directors' report advantage has been taken of the small companies' exemption.

On behalf of the board

R Cheshire

Director

Date 16 May 2018

Report and financial statements for the year ended 31 December 2017

Independent Auditors' Report

TO THE MEMBERS OF FRIMLEY TOPCO LIMITED

We have audited the financial statements of Frimley Topco Limited ("the company") for the year ended 31 December 2017 which comprise the Income Statement, Statement of Financial Position, Statement of Changes in Equity and notes to the financial statements, 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 Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Standards;
 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. 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.

Who we are reporting to

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.

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 directors are responsible for the other information. The other information comprises the information included in the Annual Report other than the financial statements and our auditor's report thereon. 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.

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 this other information, we are required to report that fact.

We have nothing to report in this regard.

Report and financial statements for the year ended 31 December 2017

Independent Auditor's Report (continued)

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.

Matter on which we are required to report under the Companies Act 2006

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 directors' report.

Matters on which we are required to report by exception

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; or
- the directors were not entitled to take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Directors' Report..

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on pages 1 and 2, 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: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Amrish Shah BSc FCA Senior Statutory Auditor

for and on behalf of Grant Thornton UK LLP Statutory Auditor, Chartered Accountants

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Reading

[**Date**] 25 May 2018

Report and financial statements for the year ended 31 December 2017

Income Statement

for the year ended 31 December 2017

	Note	Year ended 31 December 2017 £'000	11m ended 1 January 2017 £'000
Administrative expenses		-	(3,770)
Operating loss	4	-	(3,770)
Interest receivable Interest payable and similar charges	5 5	869 (1,026)	474 (533)
Loss before tax		(157)	(3,829)
Taxation	6		-
Loss after tax		(157)	(3,829)

All amounts derived from continuing activities.

There are no other gains and losses in the current or preceding period, other than those shown above. Accordingly no Statement of Other Comprehensive Income is presented.

The notes on pages 8 to 14 form part of these financial statements.

Report and financial statements for the year ended 31 December 2017

Statement of Financial Position

as at 31 December 2017

Company number 07729514	Note	31 December 2017 £'000	31 December 2017 £'000	1 January 2017 £'000	1 January 2017 £'000
Current assets Trade and other receivables Cash at bank and in hand	8	24,120 1		23,251 192	
		24,121		23,443	
Current liabilities	9	(2,373)		(2,482)	
Net current assets			21,748		20,961
Non-current liabilities	10		(26,189)		(25,245)
Net liabilities			(4,441)		(4,284)
Equity Share capital	11		1		. 1
Share premium Retained earnings	12 12		9 (4,451)		9 (4,294)
Shareholders' Deficit			(4,441)	·	(4,284)

The financial statements were approved by the Board of Directors and authorised for issue on 16 May 2018

R Cheshire **Director**

Report and financial statements for the year ended 31 December 2017

Statement of Changes in Equity

for the year ended 31 December 2017

	Share capital £'000	Share premium £'000	Retained losses £'000	Total equity £'000
As at 1 February 2016 Loss for the period	1 -	9	(465) (3,829)	(455) (3,829)
As at 1 January 2017	1	9	(4,294)	(4,284)
	Share capital £'000	Share premium £'000	Retained losses £'000	Total Equity £'000
As at 2 January 2017 Loss for the period	1 -	9	(4,294) (157)	(4,284) (157)
As at 31 December 2017	1	9	(4,451)	(4,441)

The notes on pages 8 to 14 form part of these financial statements.

Report and financial statements for the year ended 31 December 2017

Notes forming part of the Financial Statements

1 General information

Frimley Topco Limited is a limited liability company incorporated in England and Wales. The company's registered head office is located at Unit 4, Albany Park, Frimley Road, Camberley, Surrey, GU16 7PQ.

2 Basis of preparation

These financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006.

The financial statements are made up for the year from 2 January 2017 to 31 December 2017 (prior period - 11 months from 1 February 2016 to 1 January 2017).

The company has taken advantage of the exemption from preparing consolidated financial statements afforded by Section 400 of the Companies Act 2006 because it is a subsidiary of JAB Holding s.a.r.l, a company incorporated in Luxembourg, which prepares consolidated financial statements which are publicly available. Accordingly, the financial statements present information about Frimley Topco Limited as an individual undertaking and not about the group.

The following principal accounting policies have been applied:

Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.39 to 11.48A;
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of JAB Holding s.a.r.l as at 31 December 2017 and these financial statements may be obtained from the registered address provided in note 14.

Going concern

After reviewing the company's forecasts and projections, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing its financial statements.

The financial statements are presented in Sterling (£), rounded to the nearest thousand pounds.

3 Accounting policies

Investments

Fixed asset investments are shown at cost less provision for impairment.

Financial assets

Classification

The Group classifies its financial assets as loans and receivables, or as available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition.

Report and financial statements for the year ended 31 December 2017

Notes forming part of the Financial Statements (continued)

3 Accounting policies (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments. They are initially recognised at fair value, and are subsequently stated at amortised cost using the effective interest method.

Impairment of financial assets

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Group will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired asset.

Taxation

Current tax, including UK corporation 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.

Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, is cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other operating income or finance costs.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits with an original maturity of three months or less.

Interest

Interest receivable and payable is recognised as it accrues using the effective interest method.

Report and financial statements for the year ended 31 December 2017

Notes forming part of the Financial Statements (continued)

3 Accounting policies (continued)

Share capital

Ordinary shares are classified as equity. There is currently only one class of ordinary share in issue. Incremental costs directly attributable to the issue of new shares are shown in share premium as a deduction from the proceeds.

Critical accounting estimates and judgements

The Company may make estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The Company considers that no significant accounting estimates or assumptions were made in the period under review.

4 Operating loss

The operating loss for the prior year related primarily to professional fees incurred in respect of the sale of the company and an IPO which was aborted as a result of the sale.

Auditor's remuneration for 2017 and the prior period have been paid by the company's subsidiary undertaking, Krispy Kreme UK Limited, and is estimated at £3,000 (prior period: £3,000). There were no non-audit fees associated with the company in the period.

The company had no employees in the period. The Directors received £nil remuneration (prior period £nil) for services to the company.

5 Finance income and charges

	Year ended 31 December 2017 £'000	11m ended 1 January 2017 £'000
Interest payable and similar charges: Shareholder loans		255
Amortisation of finance cost	<u>.</u>	255 41
Due on loans to parent undertaking	944	139
Due on loans to other group companies	82	98
	1,026	533
Interest receivable and similar income: Interest receivable from group undertakings	(869)	(474)
Net finance charges	157	59

Report and financial statements for the year ended 31 December 2017

Notes forming part of the Financial Statements (continued)

6 Taxation

Commont toy	Year ended 31 December 2017 £'000	11m ended 1 January 2017 £'000
Current tax UK corporation tax on loss for the period		_

The tax assessed for the period is higher than the standard rate of corporation tax in the UK of 19.24% (prior period: 20.00%). The differences are explained below:

	Year ended 31 December 2017 £'000	11m ended 1 January 2017 £'000
Loss on ordinary activities before taxation	(157)	(3,829)
Loss on ordinary activities at the standard rate of corporation tax in the UK of 19.24% (2016: 20.00%)	(30)	(766)
Effects of: Expenses not deductible for tax purposes	-	741
Group relief surrendered	30	32
Adjust opening balance to average rate	•	(1)
Deferred tax not recognised	•	(6)
		<u></u>
Current tax charge for the period	-	-

Factors affecting future tax charges

On16 March 2016, the UK Government passed legislation that resulted in the substantively enacted tax rate in the UK being 17% from 1 April 2020: This has no effect on the Company as no deferred tax assets or liabilities are currently being recognised.

7 Investments

Investments in subsidiary undertakings £'000

At 1 January 2017 and at 31 December 2017

The following investments were held at the end of the period:

Name of undertaking	Description of shares held	Principal activity	Shareholding
Frimley Bidco Limited	Ordinary shares of £0.01 each Ordinary shares of £0.01 each	Holding company	100%
Krispy Kreme U.K. Limited		Trading company	100% *

^{*} signifies an indirect holding

Report and financial statements for the year ended 31 December 2017

Notes forming part of the Financial Statements (continued)

7 Financial assets (continued)

Frimley Topco Limited holds the entire issue share capital and voting rights of Frimley Bidco Limited.

Frimley Bidco Limited holds the entire issued share capital and voting rights of Krispy Kreme U.K. Limited.

All subsidiary undertakings are incorporated in England and Wales. The registered office of both subsidiaries is Unit 4, Albany Park, Frimley Road, Camberley, Surrey, GU16 7PQ.

8 Trade and other receivables

	31 December 2017 £'000	1 January 2017 £'000
Amounts due from subsidiary undertakings	24,120	23,251

Amounts due from subsidiary undertakings comprise loans which carry interest at variable rates and are due on demand.

9 Trade and other payables

	31 December 2017 £'000	1 January 2017 £'000
Taxation and social security Amounts due to subsidiary undertakings	9 2,364	200 2,282
	2,373	2,482

All trade and other payables are due in less than one year. All balances are denominated in Sterling.

10 Non-current liabilities

Non-current nabilities	31 December 2017 £'000	1 January 2017 £'000
Amounts due to parent company	26,189	25,245

The directors consider the carrying value of all financial liabilities to be equivalent to their fair value.

Intercompany borrowings

On 28 October 2016 the Company entered into a loan with the immediate parent company, Krispy Kreme Holding UK Limited, borrowing a principal amount of £25,106,000, repayable in five years. This loan facility attracts interest at the parent company's average cost of borrowing.

Report and financial statements for the year ended 31 December 2017

Notes forming part of the Financial Statements (continued)

11 Share capital

	Allotted and called up			
	31 December 2017 Number	1 January 2017 Number	31 December 2017 £	1 January 2017 £
Ordinary shares of 1p each	120,500	120,500	1,205	1,205

All shares rank equally in relation to distributions from the company.

All shares rank equally on winding up and are entitled to a share in the surplus assets in proportion to the number of shares held at the distribution date.

All shares rank equally with regards to voting at shareholder meetings.

12 Reserves

The reserves are comprised of three elements:

Share Capital

Includes any funds received on issue of share capital.

Share Premium

Includes any premiums received on issue of share capital.

Retained Earnings

Includes all current and prior period retained profits and losses

13 Related party transactions

The company has taken advantage of the exemption from disclosure of related party transactions with wholly owned companies within the group, under FRS 102.

The following amounts payable to related parties are included in shareholder loan notes, which were repaid in the prior period.

	Nature of Relationship	Interest Year ended 31 December 2017 £'000	Interest 11m ended 1 January 2017 £'000
The Third Alcuin Fund LP	Shareholder	-	196
Indigo Capital V SARL	A wholly owned subsidiary of Indigo Capital V LP, Shareholder	•	26
The Burke Family Trust	Entity related to Haven Burke, Director	-	16

Report and financial statements for the year ended 31 December 2017

Notes forming part of the Financial Statements (continued)

14 Ultimate controlling party

The immediate parent company is Krispy Kreme Holding UK Limited. The smallest group of which the company is a member and for which consolidated financial statements are prepared is Krispy Kreme Doughnut Corporation.

JAB Holding s.a.r.l, incorporated in Luxembourg, is considered to be the ultimate controlling party of the group and is the largest group of which the company is a member and for which group consolidated financial statements are prepared and made publicly available, following its acquisition of the company on 28 October 2016. The financial statements of the ultimate parent company can be obtained from the company's registered office, 4 Rue Jean Monnet, L-2180 Luxembourg.