

Henry Howard Group Finance Limited
Report of the Directors and Audited Financial
Statements
for 16 months to 31 December 2014

Registered number: 08665300

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Henry Howard Group Finance Limited

Contents of the financial statements for 16 months to 31 December 2014

	Page
Directors and advisers	3
Strategic report	4
Directors' report	5
Independent auditor's report to the members of Henry Howard Group Finance Limited	7
Profit and loss account for the 16 months to 31 December 2014	9
Balance sheet as at 31 December 2014.....	10
Notes to the financial statements for the 16 months to 31 December 2014.....	11

Henry Howard Group Finance Limited (Registered number: 08665300)

Directors and advisers

Directors

H F Ross (appointed 3 July 2014)
M B Crook (appointed 3 July 2014)
R J McDougall (appointed 3 July 2014)
E H McNeill (appointed 3 July 2014)
M Burn (appointed 25 November 2014)

Company secretary

M Burn

Registered office

Unit 5 Langstone Business Village
Langstone Park
Langstone
Newport
NP18 2LH

Registered number

08665300 (England & Wales)

Independent auditors

Grant Thornton UK LLP
11/13 Penhill Road
Cardiff
South Glamorgan
CF11 9UP

Henry Howard Group Finance Limited (Registered number: 08665300)

Strategic report

Principal activity

The principal activity of the Company is that of a intermediate holding company.

Review of business and future developments

The company was incorporated on 27 August 2013, on 3 July 2014 the company acquired the shares of Henry Howard Finance Plc a company registered in England and Wales. The company is not trading with the only expense being interest accrued on the deep discounted bonds.

Interest Risk

The company manages interest charged on deep discounted bonds through fixed rates accrued until 2022.

The strategic report was approved by the Board on 3 June 2015 and signed on its behalf by:



H F Ross
Director

Date of signature:

30-6-15.

Henry Howard Group Finance Limited (Registered number: 08665300)

Directors' report

The directors present their report together with the audited financial statements of the Company for the 16 months ending 31 December 2014.

Results and dividends

The balance sheet shown on page 10 of the financial statements shows the company's position in terms of both net assets and shareholders' funds.

No dividends were distributed for the period ending 31st December 2014.

Directors

The directors shown below have, except where stated, held office during the whole of the period from incorporation to the date of this report.

H F Ross	(appointed 3 July 2014)
M B Crook	(appointed 3 July 2014)
R J McDougall	(appointed 3 July 2014)
E H McNeill	(appointed 3 July 2014)
M Burn	(appointed 25 November 2014)

Henry Howard Group Finance Limited (Registered number: 08665300)

Directors' report (continued)

Statement of directors' responsibilities in respect of the Annual Report and the financial statements

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve 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;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and 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.

The directors confirm that:

- so far as each director is aware there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Independent auditors

Grant Thornton UK LLP were appointed by the board as the auditors to the company for the period under review and will be proposed for re-appointment at the forthcoming Annual General Meeting.

On behalf of the Board



H F Ross
Director



June 2015

Henry Howard Group Finance Limited (Registered number: 08665300)

Independent Auditor's Report to the members of Henry Howard Group Finance Limited

We have audited the financial statements of Henry Howard Group Finance Limited for the period ended 31 December 2014 which comprises the Profit and loss account, the Balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

Henry Howard Group Finance Limited (Registered number: 08665300)

Independent Auditor's Report to the members of Henry Howard Group Finance Limited (continued).

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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.

A handwritten signature in black ink, appearing to read 'Grant Thornton UK LLP', written over the printed name and company details.

Rhian Owen

Senior Statutory Auditor

for and on behalf of Grant Thornton UK LLP

Statutory Auditor, Chartered Accountants

Cardiff

30 June 2015

Henry Howard Group Finance Limited (Registered number: 08665300)

Profit and loss account for the period ended to 31 December 2014

	Note	16m to 31/12 2014 £'s
Interest receivable and similar income		315
Interest payable and similar charges	2	(367,918)
Loss on ordinary activities before taxation		(367,603)
Tax on loss on ordinary activities	3	-
Loss on ordinary activities after taxation	12	(367,603)

All of the operations of the company are classed as continuing.

There were no recognised gains and losses in the financial period other than those included in the profit and loss account above, and therefore no separate statement of total recognised gains and losses has been presented.

There are no material differences between the loss on ordinary activities before taxation and the retained loss for the financial period stated above and their historical cost equivalents.

HH Group Finance Limited (Registered number: 08665300)

Balance sheet as at 31 December 2014

	Note	31 December 2014 £'s
Fixed assets		
Investments	4	10,822,271
		10,822,271
Current assets		
Debtors due within one year	5	2,959,422
Cash at bank and in hand		-
		2,959,422
Creditors: amounts falling due within one year	6	(781,177)
Net current assets		2,178,245
Total assets less current liabilities		13,000,516
Creditors: amounts falling due after more than one year	7	(10,367,918)
Net assets		2,632,598
Capital and reserves		
Called up share capital	8	3,000,201
Profit and loss account	9	(367,603)
Total shareholders' funds	12	2,632,598

The financial statements were approved by the board of directors on 30 June 2015 and were signed on its behalf by:



H F Ross
Director

Henry Howard Group Finance Limited

Notes to the financial statements for the 16 months 31 December 2014 (continued)

1. Accounting policies

Basis of preparation

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. The financial statements contain information about Henry Howard Group Finance Limited as an individual company undertaking and not about its group.

Accounting Convention

The financial statements have been prepared under the historical cost convention and in accordance with The Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies are set out below.

Going concern

The company's only source of income is future dividend from its subsidiary, its principal investment. The directors are confident about the forecast performance of the subsidiary and therefore continue to adopt the going concern basis of accounting in preparing the financial statements.

Taxation

Current 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 recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying differences can be deducted.

Deferred tax is measured at the average rates of tax 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.

Financial instruments

Financial assets and financial liabilities are recognised on the company's Balance Sheet when the company becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity

Financial liabilities and equity investments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Investments

Investments are initially recorded at cost. The carrying values of investments are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Henry Howard Group Finance Limited

Notes to the financial statements for the 16 months 31 December 2014 (continued)

2. Interest payable and similar charges

	16m to 31/12
	2014
	£'s
Deep discounted bond interest	367,918

3. Tax on loss on ordinary activities

There was no taxation charge for the period.

4. Fixed asset investments

	Shares in group undertaking's £'s
Cost	
At 27 August 2013	-
Additions	10,822,271
At 31 December 2014	10,822,271
Net Book Value	
At 31 December 2014	10,822,271

On 3 July 2014 the entire purchased capital of Henry Howard Finance Plc was transferred to Henry Howard Group Finance Limited by Henry Howard Group Holdings Limited in exchange for £3,000,200 ordinary shares and £7,822,071 cash.

As a result of this transaction Henry Howard Finance Plc is 100% wholly owned subsidiary of Henry Howard Group Finance Limited.

Henry Howard Group Finance Limited

Notes to the financial statements for the 16 months 31 December 2014 (continued)

5. Debtors

	31 December 2014 £'s
<hr/>	
Amounts falling due within one year:	
Amounts owed by group undertakings	2,959,422
	<hr/>
	2,959,422
	<hr/>

6. Creditors: amounts falling due within one year

	31 December 2014 £'s
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Amounts owed to group undertakings	781,177
	<hr/>
	781,177
	<hr/>

7. Creditors: amounts falling due after more than one year

	31 December 2014 £'s
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Other creditors	10,367,918
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At the balance sheet date the other creditors balance comprise of deep discounted bonds £8,000,000, accrued interest on the bonds at 10% £367,918 and zero coupon notes £2,000,000.

Henry Howard Group Finance Limited

Notes to the financial statements for the 16 months 31 December 2014 (continued)

8. Called up share capital

	31 December 2014 £'s
Allotted, issued and fully paid	
3,000,201 Ordinary shares of £1.00 each	3,000,201
	3,000,201

Each share is entitled to one vote in any circumstance, shareholders are entitled pari passu to a dividend payment or other distribution, each share is entitled pari passu to participate in a distribution from the winding up of the company. The ordinary shares are not redeemable.

9. Reserves

	Profit and loss account £'s
At 27 August 2013	-
Retained loss for the period	(367,603)
At 31 December 2014	(367,603)

10. Control

At 31 December 2014 the company is a 100% wholly owned subsidiary of Henry Howard Group Holdings Limited, whose consolidated accounts are available to the public and may be obtained from Unit 5 Langstone Business Village, Langstone, Newport NP18 2LH. The ultimate controlling related party is CS Capital Partners IV LP.

11. Related party disclosures

The company has taken advantage of the exemption under FRS8 Related Party Transactions not to disclose transactions or balances with entities which form part of the Henry Howard Group Holdings Limited group.

Henry Howard Group Finance Limited

Notes to the financial statements for the 16 months 31 December 2014 (continued)

12. Reconciliation of movements in shareholders' funds

	31 December
	2014
	£'s
Loss for the financial year	(367,603)
Net deduction to shareholders' funds	(367,603)
Share capital issued during the period	3,000,201
Closing shareholders' funds	2,632,598