

Company Registration No. 8810802 (England and Wales)

GALLAGHER INVESTMENTS HOLDCO LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2018



GALLAGHER INVESTMENTS HOLDCO LIMITED

COMPANY INFORMATION

Directors	Mr A C Gallagher Mr G H Gosling
Company number	8810802
Registered office	Gallagher House Gallagher Way Gallagher Business Park Warwick Warwickshire CV34 6AF
Independent auditor	Deloitte LLP Statutory Auditor Birmingham United Kingdom

GALLAGHER INVESTMENTS HOLDCO LIMITED

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GALLAGHER INVESTMENTS HOLDCO LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2018

The directors present their annual report and audited financial statements for the year ended 30 September 2018.

Principal activities

The principal activity of the company continued to be that of an investment holding company. At business close on 30 September 2018 Gallagher Developments Holdco Limited, a company under the control of Mr A C Gallagher, acquired the entire share capital of the company.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr A C Gallagher

Mr G H Gosling

Going concern

The financial statements have been prepared on a going concern basis. In considering the appropriateness of the going concern assumption, the directors have taken into consideration the company's cash flow forecasts and its present level of funding. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future.

Directors' responsibilities statement

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 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.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all 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 s418 of the Companies Act 2006.

GALLAGHER INVESTMENTS HOLDCO LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2018

Auditor

Deloitte LLP were re-appointed as auditors during the year and have indicated their willingness to be re-appointed for another term. Appropriate arrangements have been put in place for them to be re-appointed as auditors in the absence of an Annual General Meeting.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

Approved on behalf of the board



Mr G H Gosling

Director

25 January 2019

GALLAGHER INVESTMENTS HOLDCO LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GALLAGHER INVESTMENTS HOLDCO LIMITED

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Gallagher Investments Holdco Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 30 September 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; 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 13.

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).

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

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in 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.

We have nothing to report in respect of these matters.

GALLAGHER INVESTMENTS HOLDCO LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF GALLAGHER INVESTMENTS HOLDCO LIMITED

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 respect of these matters.

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.

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 the directors' report.

GALLAGHER INVESTMENTS HOLDCO LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF GALLAGHER INVESTMENTS HOLDCO LIMITED

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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the directors' report and 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.



Jonathan Dodworth (Senior Statutory Auditor)
for and on behalf of Deloitte LLP

25 January 2019

Statutory Auditor
Birmingham, United Kingdom

GALLAGHER INVESTMENTS HOLDCO LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 SEPTEMBER 2018

	Notes	2018 £	2017 £
Administrative expenses		(4,559)	(4,913)
Impairment of investments		<u>(6,535,108)</u>	<u>(2,200,000)</u>
Loss before taxation		(6,539,667)	(2,204,913)
Tax on loss	4	<u>-</u>	<u>-</u>
Loss for the financial year		<u>(6,539,667)</u>	<u>(2,204,913)</u>

GALLAGHER INVESTMENTS HOLDCO LIMITED

BALANCE SHEET

AS AT 30 SEPTEMBER 2018

	Notes	2018 £	£	2017 £	£
Fixed assets					
Investments	5	25,605,325		32,140,433	
Current assets					
Debtors	7	285		-	
Cash at bank and in hand		257,905		350,049	
		258,190		350,049	
Creditors: amounts falling due within one year	8	(250,835)		(338,135)	
Net current assets			7,355		11,914
Total assets less current liabilities			25,612,680		32,152,347
Capital and reserves					
Called up share capital	9	34,300,000		34,300,000	
Other reserves		40,424		40,424	
Profit and loss reserves		(8,727,744)		(2,188,077)	
Total equity			25,612,680		32,152,347

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on 25 January 2019 and are signed on its behalf by:



Mr G H Gosling
Director

Company Registration No. 8810802

GALLAGHER INVESTMENTS HOLDCO LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 SEPTEMBER 2018

	Share capital	Other reserve	Profit and loss reserves	Total
	£	£	£	£
Balance at 1 October 2016	34,300,000	40,424	16,836	34,357,260
Year ended 30 September 2017:				
Loss and total comprehensive income for the year	-	-	(2,204,913)	(2,204,913)
Balance at 30 September 2017	34,300,000	40,424	(2,188,077)	32,152,347
Year ended 30 September 2018:				
Loss and total comprehensive income for the year	-	-	(6,539,667)	(6,539,667)
Balance at 30 September 2018	34,300,000	40,424	(8,727,744)	25,612,680

GALLAGHER INVESTMENTS HOLDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

1 Accounting policies

Company information

Gallagher Investments Holdco Limited ("the company") acts as an investment holding company.

The company is a private company limited by shares incorporated in England and Wales. The registered office is Gallagher House, Gallagher Way, Gallagher Business Park, Warwick, Warwickshire, CV34 6AF.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102"), section 1A and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention.

The financial statements contain information about the company as an individual company and do not contain consolidated financial information as the parent of a group. The company has taken the option under Section 399 of the Companies Act 2006 not to prepare consolidated financial statements.

At business close on 30 September 2018 Gallagher Developments Holdco Limited, a company under the control of Mr A C Gallagher, acquired the entire share capital of the company. Gallagher Developments Holdco Limited prepares consolidated financial statements for itself and its subsidiaries.

The principal accounting policies adopted are set out below.

1.2 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date, by comparing the carrying value of the investments to their reported net assets, and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.3 Cash at bank and in hand

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.4 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

GALLAGHER INVESTMENTS HOLDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2018

1 Accounting policies

(Continued)

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities

Financial liabilities and equity instruments 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.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1.5 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.6 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

GALLAGHER INVESTMENTS HOLDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2018

1 Accounting policies

(Continued)

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.7 Going concern

The financial statements have been prepared on a going concern basis. In considering the appropriateness of the going concern assumption, the directors have taken into consideration the company's cash flow forecasts and its present level of funding. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future.

2 Auditor's remuneration

	2018	2017
	£	£
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the company	1,000	1,200
	<u> </u>	<u> </u>

The Auditor's remuneration relates to fees payable to the Company's auditors for the audit of the Company's financial statements. There were no non-audit services provided to this company in this period.

3 Employees

The average monthly number of persons (including directors) employed by the company during the year was 2 (2017 - 2).

Both directors are paid by Countywide Developments Limited, a subsidiary of Gallagher Investments Holdco Limited, and their emoluments are disclosed in the financial statements of those companies. No recharge of directors' remuneration is made to this company.

GALLAGHER INVESTMENTS HOLDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2018

4 Taxation

The actual charge for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	2018 £	2017 £
Loss before taxation	(6,539,667)	(2,204,913)
Expected tax credit based on the standard rate of corporation tax in the UK of 19.00% (2017: 19.50%)	(1,242,537)	(429,958)
Tax effect of expenses that are not deductible in determining taxable profit	1,241,671	429,000
Unrecognised tax losses	866	958
Taxation charge for the year	-	-

The company has an unrecognised deferred tax asset in respect of tax losses of £6,877 using a rate of 17% (2017: £6,641 using a rate of 18.5%) which are available to be carried forward. No deferred tax asset has been recognised in respect of these as the directors as yet, uncertain when these will be utilised.

5 Fixed asset investments

	2018 £	2017 £
Investments	25,605,325	32,140,433
Movements in fixed asset investments		
		Shares in group undertakings £
Cost or valuation		
At 1 October 2017 & 30 September 2018		34,340,433
Impairment		
At 1 October 2017		2,200,000
Impairment losses		6,535,108
At 30 September 2018		8,735,108
Carrying amount		
At 30 September 2018		25,605,325
At 30 September 2017		32,140,433

GALLAGHER INVESTMENTS HOLDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2018

6 Subsidiaries

Details of the company's subsidiaries at 30 September 2018 are as follows:

Name of undertaking	Nature of business	Class of shares held	% Held	
			Direct	Indirect
Countywide Developments Limited	Property investment	Ordinary	100.00	
EBW Property Investments Limited	Property investment	Ordinary	100.00	
Hull Property Investments Limited	Property investment	Ordinary	100.00	
Biddulph Property Investments Limited	Property investment	Ordinary	100.00	
Countywide Molesey Limited	Dormant	Ordinary		100.00
Countywide Dundee Limited	Dormant	Ordinary		100.00
Countywide Heathcote	Trading	Ordinary		100.00

The registered office for all of the above companies is Gallagher House, Gallagher Way, Gallagher Business Park, Warwick, Warwickshire CV34 6AF

7 Debtors

	2018 £	2017 £
Amounts falling due within one year:		
Trade debtors	117	-
Amounts owed by group undertakings	168	-
	<u>285</u>	<u>-</u>

8 Creditors: amounts falling due within one year

	2018 £	2017 £
Trade creditors	219	-
Amounts due to group undertakings	38,438	155,935
Other creditors	211,178	181,000
Accruals and deferred income	1,000	1,200
	<u>250,835</u>	<u>338,135</u>

9 Called up share capital

	2018 £	2017 £
Ordinary share capital		
Issued and fully paid		
34,300,000 Ordinary of £1 each	34,300,000	34,300,000
	<u>34,300,000</u>	<u>34,300,000</u>

GALLAGHER INVESTMENTS HOLDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2018

10 Related party transactions

In accordance with section 33.1A of FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', disclosure is not given in these financial statements of transactions entered into between two or more members of the group, provided that any subsidiary which is party to the transaction is wholly owned by such a member.

There are no related party disclosures to be made other than those disclosed in these financial statements concerning the year ended 30 September 2018 (2017: none).

11 Directors' transactions

As at 30 September 2018 the company owed Mr A C Gallagher £200,916 (2017: £181,000) which is payable on demand. There is no interest accruing on this balance.

12 Controlling party

At business close on 30 September 2018 Gallagher Developments Holdco Limited acquired the entire share capital of Gallagher Investments Holdco Limited.

The ultimate controlling party of the company is Mr A C Gallagher by virtue of his ownership of the entire share capital of the ultimate parent company, Gallagher Developments Holdco Limited.

Gallagher Developments Holdco Limited is the smallest group preparing consolidated financial statements that include Gallagher Investments Holdco Limited. The registered office of Gallagher Developments Holdco Limited is Gallagher House, Gallagher Way, Gallagher Business Park, Heathcote, Warwick, CV34 6AF.

13 Post balance sheet events

On 1 October 2018 the company reduced its share capital from £34,000,000 to £10,000.