ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED
29 DECEMBER 2019

FULL HOUSE RESTAURANTS HOLDINGS LIMITED

MENZIES

COMPANY INFORMATION

Directors Mr B Shedden

Mr J Shedden Mr D J Paul

Company secretary Mrs C J Shedden

Registered number 08895755

Registered office Menzies LLP

Centrum House 36 Station Road Egham Surrey TW20 9LF

Independent auditors Menzies LLP

Chartered Accountants & Statutory Auditor

Centrum House 36 Station Road

Egham Surrey TW20 9LF

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GROUP STRATEGIC REPORT FOR THE PERIOD ENDED 29 DECEMBER 2019

Introduction

The directors present their Strategic Report for the period ended 29 December 2019.

Business review

The Group continued its existing strategy of identifying and investing in new stores where there is potential for growth, to supplement its current sites.

During the year, two new sites were introduced at Matlock and Skelmersdale, both are performing well.

These new sites, as well as organic growth, led to an overall 5.3% increase in revenue.

Gross margins remained largely consistent at 31.1% (2018: 32.4%), resulting in an increased profit before tax of £4.4m (2018 -£4.2m).

Based on results dividends of £3.1m were paid to shareholders during the year.

Principal risks and uncertainties

The Group continuously reviews risks and uncertainties.

A key challenge to the business remains the recent growth in aggregators within the market place, offering discounted introductions and driving customer traffic away from traditional take away sites.

The franchise continues to be subject to variable wholesale prices, such changes have been highlighted further with the recent exit of the UK from the EU. There remains additional risk, if a trade agreement is not reached, that duties may be introduced and these higher costs may be passed onto the group.

Post-year end, the directors are mindful of the potential impact of Covid-19 on both its staff welfare and the group's ability to operate effectively and retain high quality pizza. In the early part of 2020, it invested heavily in ensuring staff, both onsite and drivers were secure and implemented Covid-safe strategies both in the preparation of food and when delivering.

The directors continue to monitor and adapt to the changing advice and appreciate the support of the whole of its staff during this difficult period.

Financial key performance indicators

Retaining market share continues to be a KPI – and this is tracked by growth in revenue, by individual site and region.

Other key performance indicators

The Group is committed to ensuring the highest standards and regularly monitors customer feedback and where arising customer complaints are tracked and appropriately followed up.

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

Mr B Shedden

Director

Date: 12 November 2020

DIRECTORS' REPORT FOR THE PERIOD ENDED 29 DECEMBER 2019

The directors present their report and the financial statements for the period ended 29 December 2019.

Directors' responsibilities statement

The directors are responsible for preparing the Group Strategic Report, the Directors' Report and the consolidated 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 the Group and of the profit or loss of the Group for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Group's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group 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 the Group and to 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Results and dividends

The profit for the period, after taxation, amounted to £3,530,115 (2018 - £3,206,773).

The results for the period are set out on page 7.

Ordinary dividends were paid amounting to £3,100,000 (2018: £2m). The directors do not recommend payment of a further dividend.

Directors

The directors who served during the period were:

Mr B Shedden

Mr J Shedden

Mr S Hemsley (resigned 29 December 2019)

Since the year end, the following director has been appointed:

Mr D J Paul (appointed 16 July 2020)

Future developments

The overall business outlook remains positive; the directors are experienced in the takeaway business and are well aware of the challenges that require consistently applied, high quality procedures to minimise risks. The group continues to invest in its operations and maintains high standards in product quality and staff training.

DIRECTORS' REPORT (CONTINUED) FOR THE PERIOD ENDED 29 DECEMBER 2019

Employee involvement

The group's policy is to consult and discuss with employees, through unions, staff councils and at meetings, matters likely to affect employees' interests.

Information about matters of concern to employees is given through information bulletins and reports which seek to achieve a common awareness on the part of all employees of the financial and economic factors affecting the group's performance.

There is no employee share scheme at present.

Disabled employees

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment within the company continues and that the appropriate training is arranged. It is the policy of the company that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company and the Group's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company and the Group's auditors are aware of that information.

Post balance sheet events

There have been no significant events affecting the Group since the year end.

Auditors

The auditors, Menzies LLP, were appointed to fill a casual vacancy and have been appointed as auditors by the directors of the Group and will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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

Mr B Shedden

Director

Date: 12 November 2020

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS, AS A BODY, OF FULL HOUSE RESTAURANTS HOLDINGS LIMITED

Opinion

We have audited the financial statements of Full House Restaurants Holdings Limited (the 'parent Company') and its subsidiaries (the 'Group') for the period ended 29 December 2019, which comprise the Group Statement of Comprehensive Income, the Group and Company Statements of Financial Position, the Group Statement of Cash Flows, the Group and Company Statement of Changes in Equity and the related notes, 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 Group's and of the parent Company's affairs as at 29 December 2019 and of the Group's profit 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.

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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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 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 Group's or the parent 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 Auditors' 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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS, AS A BODY, OF FULL HOUSE RESTAURANTS HOLDINGS LIMITED (CONTINUED)

Opinion 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 Group Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Group Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Group and the parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group Strategic Report or the Directors' Report.

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 by the parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent Company 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.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement on page 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 Group's and the parent 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 Group or the parent Company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 Auditors' 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 Auditors' Report.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS, AS A BODY, OF FULL HOUSE RESTAURANTS HOLDINGS LIMITED (CONTINUED)

Use of our report

This report is made solely to the Company's shareholders, 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 shareholders those matters we are required to state to them in an Auditors' 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 shareholders, as a body, for our audit work, for this report, or for the opinions we have formed.

Andrew Cook FCA (Senior Statutory Auditor)

for and on behalf of Menzies LLP

Chartered Accountants Statutory Auditor

Centrum House 36 Station Road Egham Surrey TW20 9LF

12 November 2020

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 29 DECEMBER 2019

	Note	Period from 31 Dec 2018 to 29 Dec 2019 £	Period from 1 Jan 2018 to 30 Dec 2018 £
Turnover	4	50,758,861	48,202,918
Cost of sales		(34,952,004)	(32,599,001)
Gross profit		15,806,857	15,603,917
Administrative expenses		(11,335,652)	(11,293,856)
Other operating income	5	35,813	51,375
Operating profit	6	4,507,018	4,361,436
Interest receivable and similar income	10	2,799	1,571
Interest payable and expenses	11	(129,653)	(182,873)
Profit before taxation		4,380,164	4,180,134
Tax on profit	12	(850,049)	(973,361)
Profit for the financial period		3,530,115	3,206,773
Profit for the period attributable to:			
Owners of the parent Company		3,530,115	3,206,773
		3,530,115	3,206,773

There was no other comprehensive income for 2019 (2018:£NIL).

REGISTERED NUMBER:08895755

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 29 DECEMBER 2019

	Note		29 December 2019 £		30 December 2018 £
Fixed assets					~
Intangible assets	13		9,101,005		9,795,717
Tangible assets	14		5,267,978		5,719,004
		_	14,368,983	•	15,514,721
Current assets					
Stocks	16	216,537		247,978	
Debtors: amounts falling due within one year	17	518,273		491,152	
Cash at bank and in hand	_	2,591,846		2,467,194	
		3,326,656	_	3,206,324	
Creditors: amounts falling due within one year	18	(6,914,879)		(6,912,716)	
Net current liabilities	_		(3,588,223)		(3,706,392)
Total assets less current liabilities		-	10,780,760	•	11,808,329
Creditors: amounts falling due after more than one year	19		(2,603,758)		(3,917,304)
Provisions for liabilities					
Deferred taxation	23	(459,247)		(603,385)	
	_		(459,247)		(603,385)
Net assets			7,717,755		7,287,640
Capital and reserves					
Called up share capital	24		1,000		1,000
Other reserves	25		219,167		219,167
Profit and loss account	25		7,497,588		7,067,473
Equity attributable to owners of the parent Company		-	7,717,755		7,287,640
		-	7,717,755		7,287,640
		•			

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

Mr B Shedden

Director

Date: 12 November 2020

REGISTERED NUMBER:08895755

COMPANY STATEMENT OF FINANCIAL POSITION AS AT 29 DECEMBER 2019

	Note		29 December 2019 £		30 December 2018 £
Fixed assets	Note		Z.		I.
Investments	15		7,573,990		7,573,990
		•	7,573,990		7,573,990
Current assets					
Debtors: amounts falling due within one year	17	2,921,535		2,845,446	
Cash at bank and in hand	_	2,567,765		2,428,538	
		5,489,300	_	5,273,984	
Creditors: amounts falling due within one year	18	(8,801,865)		(7,353,255)	
Net current liabilities	-		(3, 312 ,565)		(2,079,271)
Total assets less current liabilities		•	4,261,425	•	5,494,719
Creditors: amounts falling due after more than one year	19		(1,882,146)		(3,119,804)
Net assets		•	2,379,279		2,374,915
Capital and reserves					
Called up share capital	24		1,000		1,000
Profit and loss account brought forward		2,373,915		2,414,912	
Profit for the period		3,104,364		1,959,003	
Other changes in the profit and loss account	_	(3,100,000)	_	(2,000,000)	
Profit and loss account carried forward			2,378,279		2,373,915
			2,379,279	•	2,374,915

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

Mr B Shedden

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Date: 12 November 2020

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 29 DECEMBER 2019

	Called up share capital	Other reserves	Profit and loss account	Total equity
	£	£	£	£
At 1 December 2017	1,000	219,167	5,860,700	6,080,867
Profit for the year	-	-	3,206,773	3,206,773
Dividends: Equity capital	-	-	(2,000,000)	(2,000,000)
At 30 December 2018	1,000	219,167	7,067,473	7,287,640
Profit for the period	-	-	3,530,115	3,530,115
Dividends: Equity capital			(3,100,000)	(3,100,000)
At 29 December 2019	1,000	219,167	7,497,588	7,717,755

COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 29 DECEMBER 2019

	Called up share capital	Profit and loss account	Total equity £
At 1 December 2017	1,000		2,415,912
At 1 December 2017	1,000	2,414,912	2,415,912
Profit for the year	-	1,959,003	1,959,003
Dividends: Equity capital	-	(2,000,000)	(2,000,000)
At 30 December 2018	1,000	2,373,915	2,374,915
Profit for the period	-	3,104,364	3,104,364
Dividends: Equity capital	-	(3,100,000)	(3,100,000)
At 29 December 2019	1,000	2,378,279	2,379,279

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 29 DECEMBER 2019

	29 December 2019 £	30 December 2018 £
Cash flows from operating activities		
Profit for the financial period	3,553,827	3,206,773
Adjustments for:		
Amortisation of intangible assets	724,712	736,420
Depreciation of tangible assets	970,307	941,277
Loss on disposal of tangible assets	(42,044)	(885)
Interest paid	129,653	-
Interest received	(2,799)	(1,571)
Taxation charge	855,820	973,361
Decrease/(increase) in stocks	31,441	(13,329)
(Increase) in debtors	(27,120)	(13,457)
Increase/(decrease) in creditors	726,750	(674,361)
Corporation tax (paid)	(1,588,848)	(828,557)
Net cash generated from operating activities	5,331,699	4,325,671
Cash flows from investing activities		
Purchase of intangible fixed assets	(30,000)	(15,000)
Purchase of tangible fixed assets	(831,087)	(1,394,140)
Sale of tangible fixed assets	323,470	13,500
Interest received	2,799	1,571
Net cash from investing activities	(534,818)	(1,394,069)
Cash flows from financing activities		
Repayment of loans	(1,265,483)	(792,781)
Repayment of other loans	-	212,458
Repayment of/new finance leases	(177,093)	383,211
Dividends paid	(3,100,000)	(2,000,000)
Interest paid	(129,653)	-
Net cash used in financing activities	(4,672,229)	(2,197,112)
Net increase in cash and cash equivalents	124,652	734,490
Cash and cash equivalents at beginning of period	2,467,194	1,732,704
Cash and cash equivalents at the end of period	2,591,846	2,467,194
Cash and cash equivalents at the end of period comprise:		
Cash at bank and in hand	2,591,846	2,467,194

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

1. General information

Full House Restaurants Holdings Limited (registered number: 08895755) is a private company limited by shares, domiciled and incorporated in England and Wales. The registered office is Centrum House, 36 Station Road, Egham, Surrey, TW20 9LF. The principal place of business is Unit 5, The Forum, Hanworth Lane, Chertsey, Surrey, KT16 9JX.

The Group consists of Full House Restaurants Holdings Limited ("the Company") and all of its subsidiaries. The Group manages and operates pizza delivery franchises in England.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements.

2.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Statement of Financial Position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Statement of Comprehensive Income from the date on which control is obtained. They are deconsolidated from the date control ceases.

In accordance with the transitional exemption available in FRS 102, the group has chosen not to retrospectively apply the standard to business combinations that occurred before the date of transition to FRS 102, being 01 January 2014.

2.3 Turnover

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Turnover is generated via management of fast food outlets and is measured as the fair value of the consideration received or receivable, excluding discounts rebated, value added tax and other sales taxes.

2.4 Operating leases: the Group as lessee

Rentals paid under operating leases are charged to the Consolidated Statement of Comprehensive Income on a straight line basis over the lease term.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

2. Accounting policies (continued)

2.5 Leased assets: the Group as lessee

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to profit or loss so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

2.6 Interest income

Interest income is recognised in the Consolidated Statement of Comprehensive Income using the effective interest method.

2.7 Finance costs

Finance costs are charged to the Consolidated Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.8 Borrowing costs

All borrowing costs are recognised in the Consolidated Statement of Comprehensive Income in the period in which they are incurred.

2.9 Intangible assets

Goodwill

Goodwill arising on the acquisition of subsidiary undertakings, represents any excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired.

Goodwill is being written off over twenty years on the basis that the company has the option, as stipulated in

its franchise agreements, to renew the exisiting franchises for further ten year terms at the end of the initial ten

year term. As the directors are likely to take up the option and due to the company being in a good standing

with regards to the terms of the franchise agreement, the directors believe amortisation over the full 20 years

reflects the likely consumption of economic benefits.

Other intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The Franchise Rights are amortised on a straight line basis over their useful economic life of 10 years.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

2. Accounting policies (continued)

2.10 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Freehold property

Long-term leasehold property -

100 / 10 years straight line

Motor vehicles - 4 years straight line

Plant and machinery -

10 years straight line Computer equipment -

5 years straight line

Nil

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Consolidated Statement of Comprehensive Income.

The depreciable value of the freehold and leasehold property is £nil because the estimated amount that the entity would expect to obtain from the disposal of the assets, if the properties were already of the age and in the condition expected at the end of its useful economic life, is in excess of the current carrying value. As such no depreciation charge is included within the financial statements.

2.11 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.12 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis.

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

2. Accounting policies (continued)

2.13 Provisions for liabilities

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Consolidated Statement of Comprehensive Income in the year that the Group becomes aware of the obligation, and are measured at the best estimate at the Statement of Financial Position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position.

2.14 Financial instruments

The Group only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

2.15 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

2.16 Pensions

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in the Consolidated Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Group in independently administered funds.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

2. Accounting policies (continued)

2.17 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Consolidated Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of Financial Position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits:
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

3. Estimates and Judgments

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant judgements

financial statements.

The Company did not make any judgements that have a significant effect on the amounts recognised in the

Key sources of estimation uncertainty

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

Useful economic life of fixed assets.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

4. Turnover

An analysis of turnover by class of business is as follows:

	Period from 31	Period from 1 Jan
	Dec 2018 to	2018 to
	29 Dec	30 Dec
	2019	2018
	£	£
Sale of Pizzas	50,758,861	48,202,918
	50,758,861	48,202,918

All turnover arose within the United Kingdom.

5. Other operating income

	Period from 31	Period from 1 Jan
	Dec 2018 to	2018 to
	29 Dec	30 Dec
	2019	2018
	£	£
Other operating income	15,600	23,850
Net rents receivable	20,213	15,525
Sundry income	-	12,000
	35,813	51,375

6. Operating profit

The operating profit is stated after charging:

	Period from 31	Period from 1 Jan
	Dec 2018 to	2018 to
	29 Dec	30 Dec
	2019	2018
	£	£
Depreciation of owned tangible fixed assets	808,309	840,643
Depreciation of tangible fixed assets held under finance leases	153,420	100,634
Loss/(profit) on disposal of tangible fixed assets	(42,044)	(885)
Amortisation of intangible assets	724,712	736,420
Cost of stocks recognised as an expense	17,184,959	16,726,949
Operating lease charges	1,125,552	1,134,487

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

7	Auditors' remuneration
,	Allonors remineration

	Period from 31 Dec 2018 to 29 Dec 2019 £	Period from 1 Jan 2018 to 30 Dec 2018 £
Fees payable to the Group's auditor and its associates for the audit of the Group's annual financial statements	39,500	47,000
Fees payable to the Group's auditor and its associates in respect of:		
Taxation compliance services	11,250	11,600
All other services	25,970	24,400
	37,220	36,000

8. Employees

Staff costs, including directors' remuneration, were as follows:

	Group 29 December 2019 £	Group 30 December 2018 £	Company 29 December 2019 £	Company 30 December 2018 £
Wages and salaries	15,308,424	13,960,136	1,606,445	1,210,516
Social security costs	977,089	726,544	218,810	146,953
Cost of defined contribution scheme	172,570	103,153	25,275	13,706
	16,458,083	14,789,833	1,850,530	1,371,175

The average monthly number of employees, including the directors, during the period was as follows:

	Group Period from 31 Dec 2018 to 29 Dec 2019 No.	Group Period from 1 Jan 2018 to 30 Dec 2018 No.	Company Period from 31 Dec 2018 to 29 Dec 2019 No.	Company Period from 1 Jan 2018 to 30 Dec 2018 No.
Head office staff	26	26	26	26
Stores	1,556	1,547	-	-
	1,582	1,573	26	26

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

9. Directors' remuneration

Period from 31	Period from 1 Jan
Dec 2018 to	2018 to
29 Dec	30 Dec
2019	2018
£	£
Directors' emoluments 471,029	269,703
Company contributions to defined contribution pension schemes 1,573	1,202
472,602	270,905

During the period retirement benefits were accruing to 1 director (2018 - 1) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £284,380 (2018 - £144,922).

10. Interest receivable

	Period from 31	Period from 1 Jan
	Dec 2018 to	2018 to
	29 Dec	30 Dec
	2019	2018
	£	£
Other interest receivable	2,799	1,571
	2,799	1,571

11. Interest payable and similar expenses

	Dec 2018 to	2018 to
	29 Dec	30 Dec
	2019	2018
	£	£
Bank interest payable	123,224	158,917
Other loan interest payable	1,209	-
Finance leases and hire purchase contracts	5,220	15,645
Other interest payable	-	8,311
	129,653	182,873

Period from 31 Period from 1 Jan

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

12. Taxation

	Period from 31 Dec 2018 to 29 Dec 2019 £	Period from 1 Jan 2018 to 30 Decr 2018 £
Corporation tax		
Current tax on profits for the year	987,366	971,893
Adjustments in respect of previous periods	6,821	(18,705)
Total current tax	994,187	953,188
Deferred tax		
Origination and reversal of timing differences	(144,138)	20,173
Total deferred tax	(144,138)	20,173
Taxation on profit on ordinary activities	850,049	973,361

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

12. Taxation (continued)

Factors affecting tax charge for the period/year

The tax assessed for the period/year is higher than (2018 - higher than) the standard rate of corporation tax in the UK of 19% (2018 - 19%). The differences are explained below:

	Period from 31 Dec 2018 to 29 Dec 2019 £	Period from 1 Jan 2018 to 30 Dec 2018 £
Profit on ordinary activities before tax	4,380,164	4,180,134
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)	832,231	794,225
Effects of:		
Non-tax deductible amortisation of goodwill and impairment	114,436	116,935
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	29,566	<i>45</i> ,937
Capital allowances for period/year in excess of depreciation	-	13,343
Utilisation of tax losses	-	(532)
Losses on disposal not taxable	(5,792)	-
Adjustments to tax charge in respect of prior periods	6,822	(18,705)
Other timing differences leading to an increase (decrease) in taxation	-	20,173
Deferred tax not recognised	(3,530)	-
Adjust opening deferred tax rate to average rate	(72)	-
Timing differences not recognised in the computation	(123,612)	-
Group relief		1,985
Total tax charge for the period/year	850,049	973,361

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

13. Intangible assets

Group

	Franchise rights	Goodwill	Total
	£	£	£
Cost			
At 31 December 2018	123,830	14,766,578	14,890,408
Additions	30,000	-	30,000
At 29 December 2019	153,830	14,766,578	14,920,408
Amortisation			
At 31 December 2018	92,676	5,002,015	5,094,691
Charge for the period	6,964	717,748	724,712
At 29 December 2019	99,640	5,719,763	5,819,403
Net book value			
At 29 December 2019	54,190	9,046,815	9,101,005
At 30 December 2018	31,154	9,764,563	9,795,717

The company had no intangible fixed assets at 31 December 2019 or 30 December 2018.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

14. Tangible fixed assets

Group

	Freehold property £	Long-term leasehold property £	Motor vehicles	Fixtures and fittings	Computer equipment £	Total £
Cost or valuation						
At 31 December 2018	609,290	1,485,604	382,104	8,982,179	543,223	12,002,400
Additions	-	-	73,081	679,698	44,551	797,330
Disposals	(254,516)	-	(200,512)	-	-	(455,028)
At 29 December 2019	354,774	1,485,604	254,673	9,661,877	587,774	12,344,702
Depreciation						
At 31 December 2018	-	501,481	264,917	5,205,373	311,625	6,283,396
Charge for the period on owned assets	-	37,828	62,107	780,401	86,595	966,931
Disposals	-	-	(173,603)	-	-	(173,603)
At 29 December 2019	<u> </u>	539,309	153,421	5,985,774	398,220	7,076,724
Net book value						
At 29 December 2019	354,774	946,295	101,252	3,676,103	189,554	5,267,978
At 30 December 2018	609,290	984,123	117,187	3,776,806	231,598	5,719,004

The company had no tangible fixed assets at 29 December 2019 and 30 December 2018.

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	Group	Group
	2019	2018
	£	£
Plant and machinery	623,200	722,432
Motor vehicles	52,299	14,586
	675,499	737,018

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

15. Fixed asset investments

Company

	Investments in subsidiary companies
	£
Cost or valuation	
At 31 December 2018	7,573,990
At 29 December 2019	7,573,990
Net book value	
At 29 December 2019	7,573,990
At 30 December 2018	7,573,990

Direct subsidiary undertakings

The following were direct subsidiary undertakings of the Company:

	Class of	
Name	shares	Holding
BN Sandy (Cannock) Limited		100
BN Sandy (Newcastle) Limited	Ordinary	% 100
	Ordinary	%
Classic Crust Limited	Ordinary	100 %
Dancing Tiger Limited	Ordinary	100 %
Freshname 845 Limited	,	100
Full House Restaurants Limited	Ordinary	% 100
House Special Limited	Ordinary	% 100
	Ordinary	%
JMR Foster (Winsford) Limited	Ordinary	100 %
Sherston Limited	•	100
Sunmead Limited	Ordinary	% 100
Bristol Curry Limited	Ordinary	% 100
District outry Entitled	Ordinary	%

The registered address of all the above companies is Centrum House, 36 Station Road, Egham, Surrey, TW20 9LF.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

Indirect subsidiary undertakings

The following were indirect subsidiary undertakings of the Company:

Name	Class of shares	Holding
Surrey Pizzas Limited		100
The Mandage for her Dayle d	Ordinary	%
The Woodpecker Inn Limited	Ordinary	100 %

The registered address of all the above company's is Centrum House, 36 Station Road, Egham, Surrey, TW20 9LF.

16. Stocks

	Group	Group
	29 December	30 December
	2019	2018
	£	£
Raw materials and consumables	216,537	247,978
	216,537	247,978

17. Debtors

	Group	Group	Company	Company
	29 December 2019	30 December 2018	29 December 2019	30 December 2018
	£	£	£	£
Trade debtors	4,659	1,351	-	-
Amounts owed by group undertakings	1	-	2,760,776	2,720,777
Other debtors	29,768	8,654	29,768	950
Called up share capital not paid	2,000	2,000	1,000	1,000
Prepayments and accrued income	481,845	479,147	129,991	122,719
	518,273	491,152	2,921,535	2,845,446

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

18	. (Creditors:	Amounts	falling	due within	one year	
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	Group	Group	Company	Company
	29 December	30 December	29 December	30 December
	2019	2018	2019	2018
	£	£	£	£
Bank loans	1,088,296	1,243,307	1,028,541	997,422
Other loans	24,500	24,500	-	-
Trade creditors	1,387,419	1,636,738	113,446	57,418
Amounts owed to group undertakings	-	-	4,765,078	4,003,441
Corporation tax	697,435	1,292,992	54,650	23,656
Other taxation and social security	1,676,912	1,835,304	1,674,151	1,787,211
Obligations under finance lease and hire purchase contracts	219,892	193,911	198,665	183,173
Other creditors	831,251	201,134	831,251	201,134
Accruals and deferred income	989,174	484,830	136,083	99,800
	6,914,879	6,912,716	8,801,865	7,353,255

19. Creditors: Amounts falling due after more than one year

	Group 29 December 2019 £	Group 30 December 2018	Company 29 December 2019 £	Company 30 December 2018
Bank loans Other loans	2,004,324 163,003	3,089,841 187,958	1,472,927 -	£ 2,496,628 -
Net obligations under finance leases and hire purchase contracts	436,431 2,603,758	639,505	409,219	623,176

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

20. Loans

The long-term loans are primarily secured by fixed and floating charges over all the assets and undertakings of this company including all present and future freehold and leasehold property, book and other debts, chattels, goodwill and uncalled capital.

There is also in place a Composite Company Unlimited Unilateral Guarantee, dated 7 February 2012, given by this company, House Special Limited, The Woodpecker Inn Limited, Classic Crust Limited, Sherston Limited, Full House Restaurants Limited, Sunmead Limited, Surrey Pizzas Limited, B N Sandy (Newcastle) Limited, B N Sandy (Cannock) Limited, Dancing Tiger Limited, JMR Foster (Winsford) Limited and Freshname 845 Limited.

	Group	Group	Company	Company
	29 December	30 December	29 December	30 December
	2019	2018	2019	2018
	£	£	£	£
Amounts falling due within one year				
Bank loans	1,088,296	1,243,307	1,028,541	997,422
Other loans	24,500	24,500	-	-
Amounts falling due 1-2 years				
Bank loans	2,004,324	3,089,841	1,472,927	2,496,628
Other loans	27,567	187,958	-	-
Amounts falling due 2-5 years				
Other loans	75,000	-	-	-
Amounts falling due > 5 years				
Other loans	60,436	-	-	-
	3,280,123	4,545,606	2,501,468	3,494,050

21. Hire purchase and finance leases

Minimum lease payments under hire purchase fall due as follows:

	Group 29 December 2019 £	Group 30 December 2018	Company 29 December 2019 £	Company 30 December 2018
Within one year	183,173	193,911	183,173	£ 183,173
Between 1-5 years	424,711	639,505	424,711	623,176
	607,884	833,416	607,884	806,349

Finance lease payments represent rentals payable by the company or group for certain items of plant and machinery. Leases include purchase options at the end of the lease period, and no restrictions are placed on the use of the assets. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

22. Financial instruments

	Group 29 December 2019 £	Group 30 December 2018 £
Financial assets Financial assets that are debt instruments measured at amortised cost	218,934	11,005
Financial liabilities Financial liabilities measured at amortised cost	6,919,290	7,701,724

The financial assets referred to above are made up entirely of trade debtors (where pizzas are sold on account), unpaid share capital and miscellaneous debtors.

The financial liabilities consist of those balances set out in note 18 and 19 excluding 'corporation tax

payable' and 'other taxation and social security'.

23. Deferred taxation

Group

	£
At beginning of year	603,385
Charged to profit or loss	144,138
At end of year	459,247
Group	Group
29 December	30 December
2019	2018
£	£
Accelerated capital allowances 459,247	603,385
459,247	603,385

2019

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

24. Share capital

2019 2018

1,000

Allotted, called up and not fully paid

1,000 (2018 - 1,000) ordinary shares of £1.00 each

1,000

The Company has one class of ordinary share which have full voting rights and equal rights to dividends.

25. Reserves

Profit and loss account

The profit and loss reserve records retained earnings and accumulated losses attributable to the shareholders of the Group.

Merger reserve

Other reserves' comprises the merger reserve as provided by FRS 102; the movement on this reserve represents existing balances of share capital and share premium that existed in the subsidiaries at the time of the business combination.

26. Commitments under operating leases

At 29 December 2019 the Group and the Company had future minimum lease payments under non-cancellable operating leases as follows:

	Group	Group	Company	Company
	29 December	30 December	29 December	30 December
	2019	2018	2019	2018
	£	£	£	£
Not later than 1 year	1,160,589	1,070,120	54,911	60,994
Later than 1 year and not later than 5 years	4,212,483	3,727,168	239,085	218,400
Later than 5 years	6,852,920	5,832,184	209,199	81,900
	12,225,992	10,629,472	503,195	361,294

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2019

27. Related party transactions

At the period end the group owed the Franchisor and 49% shareholder, Dominos Pizza UK & Ireland Limited, £953,071 (2018 - £1,029,268) in relation to trading activities. The total amount paid to Dominos Pizza UK & Ireland Limited in relation to trading activities was £20,556,948 (2018 - £19,783,025). Trading activities are comprised of the following: cost of sales, rent and service charges, advertising, administration costs and store development costs.

During the period House Special Limited entered into a deferred payment agreement with DP Realty Limited, a fellow group member of Domino's UK & Ireland Limited. The agreement related to funding of lease premium for 2 new store premises. The applicable interest rates are 0% and 3% per annum above the GBP 3 month LIBOR on 28 April 2016 and the loans are repayable monthly over 10 years. The total amount owing at the period end in total was £3,280,123 of which £1,177,813 is due within 1 year. These loans are shown within 'other creditors'

Dividends were paid by this company to Dominos Pizza UK & Ireland Limited in the year, amounting to £1,519,000 (2018: £980,000).

At the year end B Shedden owed the company £29,798 (2018: £nil).

28. Controlling party

The company was under the control of J Shedden and B Shedden throughout the year.

29. Profit for the year of the parent company

The company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements. The profit after tax of the parent company for the year was £3,104,364 (2018 - £1,959,003).

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.