GROUP STRATEGIC REPORT, REPORT OF THE DIRECTORS AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD 17 JUNE 2015 TO 30 JUNE 2016

<u>FOR</u>

PC TRADING & CLOTHING LTD

WEDNESDAY

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PC TRADING & CLOTHING LTD

COMPANY INFORMATION FOR THE PERIOD 17 June 2015 to 30 June 2016

DIRECTORS:

D J McCarthy

D D Morris

REGISTERED OFFICE:

23A Church Road

Poole Dorset

BH14 8UF

REGISTERED NUMBER:

09642806 (England and Wales)

AUDITORS:

ADDICUS

Chartered Accountants and

Statutory Auditors 1 Winchester Place

North Street Poole Dorset

BH15 1NX

GROUP STRATEGIC REPORT FOR THE PERIOD 17 June 2015 to 30 June 2016

The directors present their strategic report of the company and the group for the period 17 June 2015 to 30 June 2016.

REVIEW OF BUSINESS

The group continues to expand its operations and the directors are satisfied with the group's performance during the year.

The directors monitor the group's performance in a number of ways including key performance indicators. The key performance indicator of the group for the year was net assets. The group held net assets at 30 June 2016 of £2,510,847.

PRINCIPAL RISKS AND UNCERTAINTIES

The group's activities expose it to a number of financial risks including cash flow risk, credit risk and liquidity risk.

Cash flow risk

The directors manage the group's liquidity to ensure that sufficient funds are available for ongoing operations and have secured suitable facilities.

Credit risk

The group's financial assets are bank balances, trade debtors and stock. The directors have adopted suitable accounting policies to ensure that credit risk is appropriately diversified.

Liquidity risk

The directors mitigate liquidity risk by forecasting and managing cash generated by its operations and ensuring that the group is able to service debt as it falls due.

ON BEHALF OF THE BOARD:

D J McCarthy / Director

28 February 2017

REPORT OF THE DIRECTORS FOR THE PERIOD 17 June 2015 to 30 June 2016

The directors present their report with the financial statements of the company and the group for the period 17 June 2015 to 30 June 2016.

INCORPORATION

The group was incorporated on 17 June 2015.

DIVIDENDS

Interim dividends totalling £1.46 per share were paid during the year. The directors recommend that no final dividend be paid.

The total distribution of dividends for the year will be £400,000.

DIRECTORS

The directors shown below have held office during the whole of the period from 17 June 2015 to the date of this report.

D J McCarthy

D D Morris

Both the directors, being eligible, offer themselves for election at the forthcoming first Annual General Meeting.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Group Strategic Report, the Report of the Directors 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 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 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

REPORT OF THE DIRECTORS FOR THE PERIOD 17 June 2015 to 30 June 2016

AUDITORS

The auditors, ADDICUS, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

D J McCarthy - Director

28 February 2017

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF PC TRADING & CLOTHING LTD

We have audited the financial statements of PC Trading & Clothing Ltd for the period ended 30 June 2016 on pages seven to twenty. 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 a Report of the Auditors 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 auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page three, 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the group's and the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Group Strategic Report and the Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

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 30 June 2016 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.

Opinion on other matter prescribed by the Companies Act 2006

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

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF PC TRADING & CLOTHING LTD

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 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.

Christopher J Bevan BA FCA (Senior Statutory Auditor)

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for and on behalf of ADDICUS

Chartered Accountants and Statuton, Auditors

Statutory Auditors

1 Winchester Place

North Street

Poole

Dorset

BH15 1NX

28 February 2017

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE PERIOD 17 June 2015 to 30 June 2016

	Notes	£	£	
		20,581,425	20,581,425	
sales	2		16,802,340	
S PROFIT	2		3,779,085	
erating expenses	2		2,605,039	
	4	1,174,046	1,174,046	
payable and similar charges	5		36,535	
			1,137,511	
profit on ordinary activities	6		230,151	
	D		907,360	
	OVER uisitions sales S PROFIT erating expenses ATING PROFIT uisitions payable and similar charges T ON ORDINARY ACTIVITIES RE TAXATION profit on ordinary activities I FOR THE FINANCIAL PERIO HE GROUP	Sales 2 S PROFIT 2 Prating expenses 2 ATING PROFIT 4 Disitions 5 T ON ORDINARY ACTIVITIES RE TAXATION Profit on ordinary activities 6 T FOR THE FINANCIAL PERIOD	Sales 2 S PROFIT 2 Prating expenses 2 ATING PROFIT 4 Disitions 1,174,046 Expansion 2 T ON ORDINARY ACTIVITIES RE TAXATION profit on ordinary activities 6 T FOR THE FINANCIAL PERIOD	20,581,425 21,174,046 21,174,046 21,174,046 22,605,039 23,605,039 24,174,046 24,174,046 25,174,046 26,174,046 27,174

TOTAL RECOGNISED GAINS AND LOSSES

The group has no recognised gains or losses other than the profit for the current period.

CONSOLIDATED BALANCE SHEET 30 June 2016

	Notes	£	£	
FIXED ASSETS				
Tangible assets	9		43,852	
Investments	10		- .	
			43,852	
CURRENT ASSETS				
Stocks	11	1,469,001		
Debtors	12	4,333,988		
 Cash at bank and in hand		49,567		
		5,852,556		
CREDITORS		-,,		
Amounts falling due within one year	13	3,385,561		
NET CURRENT ASSETS			2,466,995	
TOTAL ASSETS LESS CURRENT			·····	
LIABILITIES			2,510,847	
CAPITAL AND RESERVES				
Called up share capital	16		273,114	
Merger reserve	17		1,730,373	
Profit and loss account	17		507,360	
SHAREHOLDERS' FUNDS	20		2,510,847	

The financial statements were approved by the Board of Directors on 28 February 2017 and were signed on its behalf by:

D J McCarthy -/Diregtor

COMPANY BALANCE SHEET

30 June 2016

	Notes	£	£	
FIXED ASSETS				
Tangible assets	9		-	
Investments	10		273,112	
·			273,112	
CURRENT ASSETS				
Debtors	12	355,122		
CREDITORS				
Amounts falling due within one year	13	355,120		
NET CURRENT ASSETS			2	
TOTAL ASSETS LESS CURRENT				
LIABILITIES			273,114	
		•		
CAPITAL AND RESERVES				
Called up share capital	16		273,114	
SHAREHOLDERS' FUNDS	20		273,114	

The financial statements were approved by the Board of Directors on 28 February 2017 and were signed on its behalf by:

D J McCarthy - Director

CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD 17 June 2015 to 30 June 2016

Net and aution	Notes	£	£
Net cash outflow from operating activities	1		(2,295,695)
Returns on investments and			
servicing of finance	2		(36,535)
Taxation			(351,584)
Capital expenditure	2		(58,377)
Equity dividends paid			(400,000)
			(3,142,191)
Financing	2		3,114,533
Decrease in cash in the period			(27,658)
Reconciliation of net cash flow to movement in net debt	3		
Decrease			
in cash in the period Cash inflow		(27,658)	
from increase in debt		(889,045)	
Change in net debt resulting			
from cash flows			(916,703) ————
Movement in net debt in the period Net debt at 17 June			(916,703) -
Net debt at 30 June			(916,703)

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD 17 June 2015 to 30 June 2016

1. RECONCILIATION OF OPERATING PROFIT TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

	£
Operating profit	1,174,046
Depreciation charges	14,525
Increase in stocks	(1,469,001)
Increase in debtors	(4,333,988)
Increase in creditors	2,318,723
Net cash outflow from operating activities	(2,295,695)

2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

Deturns on investments and somising of finance	£
Returns on investments and servicing of finance Interest paid	(36,535)
Net cash outflow for returns on investments and servicing of finance	(36,535)
Capital expenditure Purchase of tangible fixed assets	(58,377)
Net cash outflow for capital expenditure	(58,377) ======
Financing Amount introduced by directors Share issue Increase in loans	222,001 2,003,487 889,045
Net cash inflow from financing	3,114,533

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD 17 June 2015 to 30 June 2016

	At		At
	17.6.15 £	Cash flow £	30.6.16 £
Net cash:	L	L	<i>L</i> .
Cash at bank and in hand	-	49,567	49,567
Bank overdraft	-	(77,225)	(77,225)
	-	(27,658)	(27,658)
Debt:			
Debts falling due			
within one year	-	(889,045)	(889,045)
		(000 045)	(200 045)
		(889,045) ————	(889,045)
Total	-	(916,703)	(916,703)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD 17 June 2015 to 30 June 2016

1. ACCOUNTING POLICIES

Accounting convention

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

The financial statements have been prepared under the historical cost convention and in accordance with generally accepted accounting principles.

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of value added tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Fixtures and fittings

- at variable rates on reducing balance

Motor vehicles

- 25% on reducing balance

Stocks

Work in progress is valued at the lower of cost and net realisable value.

Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

Deferred tax

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 have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Hire purchase and leasing commitments

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at their fair value. The capital element of the future payments is treated as a liability and the interest is charged to the profit and loss account at a constant rate of charge on the balance of capital repayments outstanding.

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Pension costs and other post-retirement benefits

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to the profit and loss account in the period to which they relate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE PERIOD 17 June 2015 to 30 June 2016

2.	ANALYSIS OF OPERATIONS Cost of sales	Continuing £	2016 Acquisitions £ 16,802,340	Total £ 16,802,340
	Gross profit	-	3,779,085	3,779,085
	Net operating expenses:			
	Administrative expenses	-	2,605,039	2,605,039
3.	STAFF COSTS			•
	Wages and salaries Social security costs Other pension costs			£ 1,776,942 179,415 105,671
				2,062,028
٠	The average monthly number of employees during t	the period was as	follows:	
	Directors Administration Production Sales Design			4 3 16 7 16 ———————————————————————————————
4.	OPERATING PROFIT			
	The operating profit is stated after charging:			
	Hire of plant and machinery Depreciation - owned assets Auditors' remuneration Auditors' remuneration for non audit work			£ 16,081 14,525 10,370 242
	Directors' remuneration Directors' pension contributions to money purchase	schemes		511,763 100,569
	Information regarding the highest paid director is as	follows:		
	Emoluments etc Pension contributions to money purchase schemes			£ 275,538 100,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE PERIOD 17 June 2015 to 30 June 2016

5. INTEREST PAYABLE AND SIMILAR CHARGES

Bank interest	35,915
Other interest	620

6. TAXATION

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the period was as follows:

£

Current tax:

UK corporation tax

230,151

Tax on profit on ordinary activities

230,151

7. PROFIT OF PARENT COMPANY

As permitted by Section 408 of the Companies Act 2006, the Profit and Loss Account of the parent company is not presented as part of these financial statements. The parent company's profit for the financial year was £400,000.

8. **DIVIDENDS**

Ordinary shares of 1.00 each Interim

£

400,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE PERIOD 17 June 2015 to 30 June 2016

9.	TANGIBLE FIXED ASSETS			
	Group	Fixtures and	Motor	T
		fittings £	vehicles £	Totals £
	COST	L	L	L
	At 17 June 2015	191,788	12,240	204,028
	Additions	5,045	•	5,045
	Disposals	(17,648)		(17,648)
	At 30 June 2016	179,185	12,240	191,425
	DEPRECIATION			
	At 17 June 2015	143,058	7,638	150,696
	Charge for period	13,375	1,150	14,525
	Eliminated on disposal	(17,648)		(17,648)
	At 30 June 2016	138,785	8,788	147,573
	NET BOOK VALUE			
	At 30 June 2016	40,400	3,452	43,852
	At 16 June 2015	48,730	4,602	53,332
10.	FIXED ASSET INVESTMENTS			
	Company			
	. ,			Shares in group undertakings £
	COST			
	Additions			273,112
	At 30 June 2016			273,112
	NET BOOK VALUE			
	At 30 June 2016			273,112

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE PERIOD 17 June 2015 to 30 June 2016

10. FIXED ASSET INVESTMENTS - continued

The group or the company's investments at the Balance Sheet date in the share capital of companies include the following:

Subsidiary

PC Clothing Limited

Nature of business: Clothing manufacture

Class of shares: holding Ordinary 100.00

Aggregate capital and reserves 2,510,845
Profit for the period 907,360

11. STOCKS

Work-in-progress **Group** £ 1,469,001

12. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group	Company
	£	£
Trade debtors	3,696,826	-
Amounts owed by group undertakings	-	352,002
Other debtors	544,688	-
Prepayments and accrued income	92,474	3,120
	4,333,988	355,122

13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group	Company
D-11	£	t.
Bank loans and overdrafts (see note 14)	966,270	-
Trade creditors	1,416,068	-
Tax	118,151	-
Social security and other taxes	47,241	-
VAT	266,366	-
Other creditors	131,253	129,999
Directors' current accounts	222,001	222,001
Accruals and deferred income	218,211	3,120
	3,385,561	355,120

2016

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE PERIOD 17 June 2015 to 30 June 2016

14. LOANS

An analysis of the maturity of loans is given below:

	due within one year or	Group £
on demand: Bank overdrafts Bank loans		77,225 889,045
		966,270

15. **SECURED DEBTS**

The following secured debts are included within creditors:

	Group
	£
Bank overdraft	77,225
Bank loans	889,045
	966,270

Bank overdrafts are secured by personal guarantee and a floating charge over PC Clothing Limited's assets. Bank loans are secured by PC Clothing Limited's trade debtors.

16. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:			
Number:	Class:	Nominal	
		value:	£
273,114	Ordinary	1.00	273,114

273,114 Ordinary shares of 1.00 each were allotted as fully paid at a premium of £13.65 per share during the period.

17. RESERVES

Group

	Profit and loss account	Merger reserve £	Totals £
Profit for the period Dividends On acquisition	907,360 (400,000)	1,730,373	907,360 (400,000) 1,730,373
At 30 June 2016	507,360	1,730,373	2,237,733

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE PERIOD 17 June 2015 to 30 June 2016

17. RESERVES - continued

Company

Profit and loss account £	
400,000 (400,000)	

Profit for the period Dividends

At 30 June 2016

18. RELATED PARTY DISCLOSURES

During the year the group paid management charges of £25,000 (2015 - £27,083) to K.D.M. Partners LLP, of which D D Morris is a partner.

During the year the group paid rental costs of £145,000 (2015 - £145,000) to PC Property Holdings Limited, of which D J McCarthy and D D Morris are directors.

Included in other debtors is a balance of £537,644 (2015 - £207,760) due from PC Property Holdings Limited, of which D J McCarthy and D D Morris are directors.

19. ULTIMATE CONTROLLING PARTY

The controlling party is D J McCarthy and Business Systems Consultants Ltd.

20. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Group

Profit for the financial period Dividends	£ 907,360 (400,000)
New share capital subscribed Merger reserve on acquisition	507,360 273,114 1,730,373
Net addition to shareholders' funds Opening shareholders' funds	2,510,847
Closing shareholders' funds	2,510,847
Equity interests	2,510,847

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE PERIOD 17 June 2015 to 30 June 2016

20. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS - continued

Company

Profit for the financial period Dividends New share capital subscribed	£ 400,000 (400,000) 273,114
Net addition to shareholders' funds Opening shareholders' funds	273,114
Closing shareholders' funds	273,114
Equity interests	273,114

21. MERGER RESERVE

The merger reserve is a non-distributable reserve created by the exercise of s612 CA 2006 merger relief for the amount in excess of the nominal value of the 273,112 shares issued in connection with the acquisition by PC Trading & Clothing Ltd of PC Clothing Limited dated 18 June 2015.