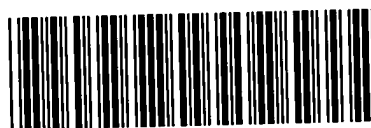


REGISTERED NUMBER: 10303138 (England and Wales)

**STRATEGIC REPORT,
REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS
FOR THE PERIOD
29 JULY 2016 TO 31 DECEMBER 2017
FOR
TH UK & IRELAND LIMITED**

TUESDAY



LD4 *L77HA2KA* #88
05/06/2018
COMPANIES HOUSE

**CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE PERIOD 29 JULY 2016 TO 31 DECEMBER 2017**

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TH UK & IRELAND LIMITED
COMPANY INFORMATION
FOR THE PERIOD 29 JULY 2016 TO 31 DECEMBER 2017

DIRECTORS:

G Dhaliwal
J S Dhillon
S S Kandola
L L Muniz
A G De Macedo
K J Hydes

REGISTERED OFFICE:

Fortune House
Crabtree Office Village
Eversley Way
Egham
Surrey
TW20 8RY

REGISTERED NUMBER:

10303138 (England and Wales)

AUDITORS:

BDO LLP
Mortlock House
Station Road
Histon
Cambridge
Cambridgeshire
CB24 9NP

**STRATEGIC REPORT
FOR THE PERIOD 29 JULY 2016 TO 31 DECEMBER 2017**

The directors present their strategic report for the period 29 July 2016 to 31 December 2017.

REVIEW OF BUSINESS

The directors aim to present a balanced and comprehensive review of the developments and performance of the business during the period and its position at the period end. This review is consistent with the size and complexity of the business and is written in the context of the risks and uncertainties faced by the business.

Since the commencement of trading in August 2016, throughout the period the company's trade continued to be that of providing goods and services in respect of fast food and drink restaurants.

The directors are pleased with the results for the period, which are in line with their expectations.

The directors consider that the key financial performance indicators are those that communicate the financial performance and strengths of the company as a whole, these being Turnover and Profitability.

13 stores were opened during the period and turnover amounted to £1.7m

PRINCIPAL RISKS AND UNCERTAINTIES

The company faces a number of risk and uncertainties that may have an adverse impact on the company's operation, performance, future prospects and the ability to deliver its targets.

The risks and uncertainties described represent those which the Directors consider to be the most significant in achieving the potential success of the company. These principal risks do not comprise all of the risks associated with the company and are not set out in any order of priority.

Failure to achieve new store openings targets

Failure to meet store growth targets would be a breach of our Master Franchise Agreements. Our ability to open new stores depends on our ability to lease or buy suitable premises, obtain the necessary planning approvals and recruit suitably skilled staff.

Liquidity

To manage the working capital needs of the business and to finance the company's expansion plans, the company is reliant on being able to arrange and maintain sufficient financing. Should this become a problem, it could delay the momentum of new stores or could threaten the company's ability to continue as a going concern.


Staff retention and recruitment

The company is reliant on its key management in particular and staff for the operation of its business and expansion of the business. The company's ability to recruit, retain and motivate suitably qualified and experienced staff is important for the company's success.

Going concern

The company's ability to continue as a going concern will require the company to manage the availability of funding. Should the company need to source additional funding, the directors have made appropriate plans to ensure the company operations continue as required.

ON BEHALF OF THE BOARD:


.....
S S Kandola - Director

Date: 31/5/18

**REPORT OF THE DIRECTORS
FOR THE PERIOD 29 JULY 2016 TO 31 DECEMBER 2017**

The directors present their first report with the financial statements of the company for the period 29 July 2016 to 31 December 2017.

COMMENCEMENT OF TRADING

The company commenced trading from August 2016.

PRINCIPAL ACTIVITY

The principal activity of the company in the period under review was that of providing goods and services in respect of fast food and drink restaurants.

The following stores were opened in the period of 29 July 2016 to 31 December 2017:

Glasgow - Argyle Street	02/06/2017
Cardiff - Queen Street	14/11/2017
Glasgow - Silverburn	16/11/2017
Glasgow - Strathkelvin retail park	06/12/2017
Glasgow - Hamilton international park	12/12/2017
Manchester - Bury new road	18/12/2017
Manchester - Golden square shopping centre	20/12/2017
Dunfermline - Hospital hill	21/12/2017
Cardiff - The hayes	21/12/2017
Bury - Millgate	23/12/2017
Glasgow - East kilbride	23/12/2017
Manchester - Sale	27/12/2017
Manchester - Altrincham	29/12/2017

DIVIDENDS

No dividends will be distributed for the period ended 31 December 2017.

DIRECTORS

The directors who have held office during the period from 29 July 2016 to the date of this report are as follows:

G Dhaliwal - appointed 29 July 2016
J S Dhillon - appointed 29 July 2016
S S Kandola - appointed 29 July 2016
J Kandola - appointed 29 July 2016
A Pagano - appointed 29 July 2016 - resigned 21 December 2016
E D Sese - appointed 29 July 2016
L L Muniz - appointed 21 December 2016

A G De Macedo and K J Hydes were appointed as directors after 31 December 2017 but prior to the date of this report.

E D Sese and J Kandola ceased to be directors after 31 December 2017 but prior to the date of this report.

All the directors who are eligible offer themselves for election at the forthcoming first Annual General Meeting.

**REPORT OF THE DIRECTORS
FOR THE PERIOD 29 JULY 2016 TO 31 DECEMBER 2017**

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the 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), 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 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.

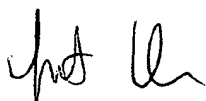
STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

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 company'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 company's auditors are aware of that information.

AUDITORS

The auditors, BDO LLP, were appointed during the period and will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:



.....
S S Kandola - Director

Date: 31/5/18

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF TH UK & IRELAND LIMITED

Opinion

We have audited the financial statements of TH UK & Ireland Limited (the 'company') for the period from 29 July 2016 to 31 December 2017 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, Cash Flow Statement, Notes to the Cash Flow Statement and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting 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 company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Strategic Report, Report of the Directors and Financial Statements, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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 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; and
- the Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF TH UK & IRELAND LIMITED

Matters on which we are required to report by exception

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

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities, 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 controls as the directors determine 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 to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our Auditors report.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
TH UK & IRELAND LIMITED**

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.

Handwritten signature of Piers Harrison in black ink, appearing as 'BDO LLP'.

Piers Harrison (Senior Statutory Auditor)
for and on behalf of BDO LLP
Mortlock House
Station Road
Histon
Cambridge
Cambridgeshire
CB24 9NP

Date: 31 May 2018

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

TH UK & IRELAND LIMITED (REGISTERED NUMBER: 10303138)

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD 29 JULY 2016 TO 31 DECEMBER 2017**

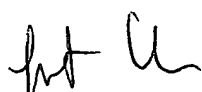
	Notes	£
TURNOVER		1,734,070
Cost of sales		<u>6,936,916</u>
GROSS LOSS		(5,202,846)
Administrative expenses		<u>2,476,106</u>
OPERATING LOSS and LOSS BEFORE TAXATION		(7,678,952)
Tax on loss	6	<u>-</u>
LOSS FOR THE FINANCIAL PERIOD		<u>(7,678,952)</u>

The notes form part of these financial statements

STATEMENT OF FINANCIAL POSITION
31 DECEMBER 2017

	Notes	£	£
FIXED ASSETS			
Intangible assets	7		97,555
Tangible assets	8		<u>8,801,314</u>
			8,898,869
CURRENT ASSETS			
Stocks	9	302,014	
Debtors	10	19,514,843	
Cash at bank and in hand		<u>847,009</u>	
		20,663,866	
CREDITORS			
Amounts falling due within one year	11	<u>5,241,687</u>	
NET CURRENT ASSETS			<u>15,422,179</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>24,321,048</u>
CAPITAL AND RESERVES			
Called up share capital	13		1,000
Share premium	14		31,999,000
Retained earnings	14		<u>(7,678,952)</u>
SHAREHOLDERS' FUNDS			<u>24,321,048</u>

The financial statements were approved by the Board of Directors on 31/5/18 and were signed on its behalf by:


.....
S S Kandola - Director

TH UK & IRELAND LIMITED (REGISTERED NUMBER: 10303138)

**STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD 29 JULY 2016 TO 31 DECEMBER 2017**

	Called up share capital £	Retained earnings £	Share premium £	Total equity £
Changes in equity				
Issue of share capital	1,000	-	31,999,000	32,000,000
Total comprehensive loss	<u>-</u>	<u>(7,678,952)</u>	<u>-</u>	<u>(7,678,952)</u>
Balance at 31 December 2017	<u><u>1,000</u></u>	<u><u>(7,678,952)</u></u>	<u><u>31,999,000</u></u>	<u><u>24,321,048</u></u>

The notes form part of these financial statements

**STATEMENT OF CASH FLOWS
FOR THE PERIOD 29 JULY 2016 TO 31 DECEMBER 2017**

	Notes	£
Cash flows from operating activities		
Cash generated from operations	1	<u>(4,817,690)</u>
Net cash from operating activities		<u>(4,817,690)</u>
 Cash flows from investing activities		
Purchase of intangible fixed assets		(98,162)
Purchase of tangible fixed assets		<u>(9,237,139)</u>
Net cash from investing activities		<u>(9,335,301)</u>
 Cash flows from financing activities		
Share issue		<u>15,000,000</u>
Net cash from financing activities		<u>15,000,000</u>
		<hr/>
Increase in cash and cash equivalents		847,009
Cash and cash equivalents at beginning of period	2	<hr/> -
 Cash and cash equivalents at end of period	2	 <u><u>847,009</u></u>

The notes form part of these financial statements

**NOTES TO THE STATEMENT OF CASH FLOWS
FOR THE PERIOD 29 JULY 2016 TO 31 DECEMBER 2017**

1. RECONCILIATION OF LOSS BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

	£
Loss before taxation	(7,678,952)
Depreciation and amortisation	<u>436,432</u>
	(7,242,520)
Increase in stocks	(302,014)
Increase in trade and other debtors	(2,514,843)
Increase in trade and other creditors	<u>5,241,687</u>
Cash generated from operations	<u>(4,817,690)</u>

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Statement of Cash Flows in respect of cash and cash equivalents are in respect of these Statement of Financial Position amounts:

Period ended 31 December 2017

	31/12/17	29/7/16
	£	£
Cash and cash equivalents	<u>847,009</u>	<u>-</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD 29 JULY 2016 TO 31 DECEMBER 2017**

1. STATUTORY INFORMATION

TH UK & Ireland Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The functional and presentation currency of the financial statements is the Pound Sterling (£).

Monetary amounts in these financial statements are rounded to the nearest £.

The reporting period for these financial statements covers a period longer than one year, this being the chosen accounting reference date by the directors.

2. STATEMENT OF COMPLIANCE

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006.

3. ACCOUNTING POLICIES

Basis of preparing the financial statements

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

Significant judgements and estimates

In applying the company's accounting policies, the directors are required to make judgements, estimates and assumptions in determining the carrying value of assets and liabilities. The directors' judgement, estimates and assumptions are based on the best and most reliable evidence available at the time when the decisions are made and are based on historical experience and other factors that considered to be applicable. Due to the inherent sensitivity involved in making judgements, estimates and assumptions, the actual results and outcomes may differ.

The estimates and underlying assumptions are reviewed on an ongoing basis. Any revisions to accounting estimates are recognised prospectively.

The directors have made key assumptions regarding the expected useful life of tangible fixed assets, these being depreciated at the rates documented in the accounting policies. The expected useful life for each asset class has been determined by the director's expectation for the store operating life and their experience of the industry.

As the company undertakes further growth of the sites it operates, professional costs are incurred. These costs where applicable to a new store opening are capitalised, otherwise they are treated as abortive legal costs in the statement of Comprehensive Income.

Key assumptions have also been made in respect of the calculation of leasing agreements.

Turnover

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Turnover is recognised when the amount of revenue can be measured reliably, when it is probable that future economic benefits will flow to the entity and when specific criteria have been met.

Turnover represents amounts receivable for the provision of the company's principal activity wholly undertaken in the United Kingdom, revenue is recognised at the date the goods and services are provided to the customer.

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 29 JULY 2016 TO 31 DECEMBER 2017**

3. ACCOUNTING POLICIES - continued

Intangible assets

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Franchise fees are being amortised evenly over their estimated useful life of twenty years.

Intangible asset amortisation is included in administrative expenses in the statement of comprehensive income.

Tangible fixed assets

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

Improvements to property	- 10% on reducing balance
Plant and machinery	- 25% on reducing balance
Fixtures and fittings	- 25% on reducing balance
Motor vehicles	- 25% on reducing balance

Tangible fixed assets are initially measured at cost and subsequently measured at cost net of depreciation and any impairment losses. Depreciation of a tangible fixed assets begins when it is in the location and condition necessary available for the use intended.

Tangible fixed assets include assets under construction which are not depreciated. Upon completion, the depreciation rates above will be applied to write the cost over the assets expected useful life.

Tangible fixed asset depreciation is included in administrative expenses in the statement of comprehensive income.

Stocks

Stocks are measured at the lower of cost and net realisable value to complete and sell. Cost is calculated on a first in, first out basis (FIFO) and includes all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Allowances for obsolete and slow moving items are provided for.

Taxation

Taxation for the period comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the statement of financial position date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 29 JULY 2016 TO 31 DECEMBER 2017**

3. ACCOUNTING POLICIES - continued

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Company contributions payable to the company's pension scheme are charged to the statement of comprehensive income in the period to which they relate.

Impairment of non-financial assets

At each reporting date non-financial assets not carried at fair value, like intangible assets and plant, property and equipment, are reviewed to determine whether there is an indication that an asset may be impaired. If there is an indication of possible impairment, the recoverable amount of any asset or group of related assets, which is the higher of value in use and the fair value less cost to sell, is estimated and compared with its carrying amount. If the recoverable amount is lower, the carrying amount of the asset is reduced to its recoverable amount and an impairment loss is recognised immediately in profit or loss.

Inventories are also assessed for impairment at each reporting date. The carrying amount of each item of inventory, or group of similar items, is compared with its selling price less costs to complete and sell. If an item of inventory or group of similar items is impaired, its carrying amount is reduced to selling price less costs to complete and sell, and an impairment loss is recognised immediately in profit or loss.

If an impairment loss is subsequently reversed, the carrying amount of the asset or group of related assets is increased to the revised estimate of its recoverable amount, but not to exceed the amount that would have been determined had no impairment loss been recognised for the asset or group of related assets in prior periods. A reversal of an impairment loss is recognised immediately in profit or loss.

Leasing commitments

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the lease term.

Going concern

The directors have considered the cashflow requirements of the company for a period of twelve months from the date of approval of these financial statements and are satisfied that sufficient financial resources will continue to be made available and that the company will be able to meet its debts as they fall due. Accordingly these financial statements have been prepared on a going concern basis.

4. EMPLOYEES AND DIRECTORS

	£
Wages and salaries	3,184,811
Social security costs	<u>248,545</u>
	<u><u>3,433,356</u></u>

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 29 JULY 2016 TO 31 DECEMBER 2017**

4. EMPLOYEES AND DIRECTORS - continued

The average number of employees during the period was as follows:

Directors	3
Employees	<u>110</u>
	<u>113</u>

	£
Directors' remuneration	<u>131,045</u>

5. OPERATING LOSS

The operating loss is stated after charging:

	£
Depreciation - owned assets	435,825
Franchise fees amortisation	607
Operating leases	<u>934,404</u>

6. TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose for the period.

Reconciliation of total tax charge included in profit and loss

The tax assessed for the period is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	£
Loss before tax	<u>(7,678,952)</u>
Loss multiplied by the standard rate of corporation tax in the UK of 19%	(1,459,001)
Effects of:	
Depreciation in excess of capital allowances	82,807
Deferred tax asset not recognised	<u>1,376,194</u>
Total tax charge	<u>-</u>

The company has approximately £8m of taxable losses carried forward.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Due to uncertainty concerning the recoverability of the tax losses carried forward, no deferred tax asset has been recognised.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 29 JULY 2016 TO 31 DECEMBER 2017

7. INTANGIBLE FIXED ASSETS

	Franchise fees £
COST	
Additions	<u>98,162</u>
At 31 December 2017	<u>98,162</u>
AMORTISATION	
Amortisation for period	<u>607</u>
At 31 December 2017	<u>607</u>
NET BOOK VALUE	
At 31 December 2017	<u>97,555</u>

8. TANGIBLE FIXED ASSETS

	Improvements to property £	Plant and machinery £	Fixtures and fittings £
COST			
Additions	<u>4,323,690</u>	<u>3,114,790</u>	<u>542,785</u>
At 31 December 2017	<u>4,323,690</u>	<u>3,114,790</u>	<u>542,785</u>
DEPRECIATION			
Charge for period	<u>132,459</u>	<u>245,609</u>	<u>48,823</u>
At 31 December 2017	<u>132,459</u>	<u>245,609</u>	<u>48,823</u>
NET BOOK VALUE			
At 31 December 2017	<u>4,191,231</u>	<u>2,869,181</u>	<u>493,962</u>

	Motor vehicles £	Assets under construction £	Totals £
COST			
Additions	<u>133,783</u>	<u>1,122,091</u>	<u>9,237,139</u>
At 31 December 2017	<u>133,783</u>	<u>1,122,091</u>	<u>9,237,139</u>
DEPRECIATION			
Charge for period	<u>8,934</u>	-	<u>435,825</u>
At 31 December 2017	<u>8,934</u>	-	<u>435,825</u>
NET BOOK VALUE			
At 31 December 2017	<u>124,849</u>	<u>1,122,091</u>	<u>8,801,314</u>

9. STOCKS

	£
Finished goods	<u>302,014</u>

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 29 JULY 2016 TO 31 DECEMBER 2017

10. **DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	£
Trade debtors	134,653
Other debtors	513,393
VAT	1,468,221
Called up share capital not paid	17,000,000
Prepayments	<u>398,576</u>
	<u>19,514,843</u>

11. **CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	£
Trade creditors	3,497,916
Amounts owed to related parties	705,661
Social security and other taxes	113,949
Accrued expenses	<u>924,161</u>
	<u>5,241,687</u>

12. **LEASING AGREEMENTS**

Minimum lease payments under non-cancellable operating leases fall due as follows:

	£
Within one year	1,147,293
Between one and five years	5,444,614
In more than five years	<u>7,070,748</u>
	<u>13,662,655</u>

13. **CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:		Nominal value:	£
Number:	Class:		
100	Ordinary A	£1	100
900	Ordinary B	£1	<u>900</u>
			<u>1,000</u>

100 Ordinary A shares of £1 each were allotted and fully paid for cash at par during the period.

900 Ordinary B shares of £1 each were allotted as fully paid at a premium of £35,554.556 per share during the period.

The holders of 50% or more of the A Shares and B Shares shall be entitled to appoint two directors. Otherwise, on a show of hands every shareholder shall have one vote for each share of which he is the holder. Shares rank equally for dividends, distributions and capital and are not liable to be redeemed.

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 29 JULY 2016 TO 31 DECEMBER 2017**

14. RESERVES

	Share Capital £	Retained Earnings £	Share Premium £	Totals £
Deficit for the period	-	(7,678,952)	-	(7,678,952)
Share issue	<u>1,000</u>	<u>-</u>	<u>31,999,000</u>	<u>32,000,000</u>
At 31 December 2017	<u>1,000</u>	<u>(7,678,952)</u>	<u>31,999,000</u>	<u>24,321,048</u>

Called up share capital - represents the nominal value of shares that have been issued.

Share premium account - includes any premiums received on issue of share capital.

Retained earnings - includes all current retained profits and losses.

15. PENSION COMMITMENTS

The company operates a defined contribution pension scheme. The assets of the scheme are held separate from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund.

16. RELATED PARTY DISCLOSURES

At the balance sheet date TH UK & Ireland Limited were due £17,000,000 from the shareholding directors being unpaid share capital of which £8m has subsequently been received.

Other related parties

	£
Purchases	790,934
Amount due to related party	<u>705,661</u>

The amounts included above concern transactions with another company in which Mr S Kandola and Mr G Dhaliwal are directors and have a controlling interest.

There are also transactions concerning Tim Hortons Restaurants International GMBH.

There are no terms and conditions attached to the amounts owing which are unsecured.

17. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is S S Kandola.