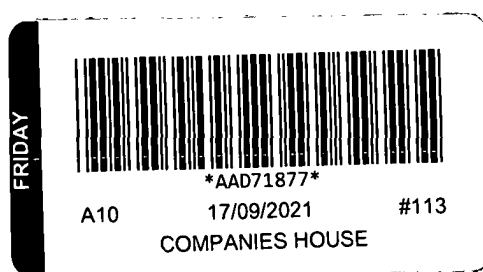


Ellerman London Cigars Online Limited
(formerly Ritz London Cigars Online Limited)
(registered number: 11292809)

Report of the directors and financial statements
for the year ended 31 December 2020



ELLERMAN LONDON CIGARS ONLINE LIMITED
(formerly Ritz London Cigars Online Limited)

Contents

	Page
Report of the directors	2
Independent auditors' report	4
Statement of comprehensive income	7
Balance sheet	8
Statement of changes in equity	8
Cash flow statement	9
Notes to the financial statements	10

ELLERMAN LONDON CIGARS ONLINE LIMITED **(formerly Ritz London Cigars Online Limited)**

Report of the directors

The company changed its name from Ritz London Cigars Online Limited to Ellerman London Cigars Online Limited on 31 March 2020. The directors present their report and audited financial statements of Ellerman London Cigars Online Limited ("the Company") for the year ended 31 December 2020. The Report of the directors has been prepared in accordance with the special provisions relating to small companies under Part 15 of the Companies Act 2006.

Principal activities and business review

The former principal activity of the Company was the sale of cigars and other merchandise online bearing the "Ritz" mark. The Company did not trade during the year under review and has now ceased to trade.

Results and dividend

Turnover for the financial year was £nil (2019: £nil) and the operating loss was £nil (2019: £83,000). The directors do not recommend the payment of a dividend in respect of the year ended 31 December 2020 (2019: £nil).

Directors

The directors who held office during the year and up to the date of approval of the financial statements unless otherwise indicated were as follows:

A S Barclay	Appointed 22 January 2020
H M Barclay	Appointed 22 January 2020
P L Peters	Appointed 22 January 2020
A R Barclay	Resigned 22 January 2020
F Aghevli	Resigned 22 January 2020

Covid-19

During the year under review the spread of Covid-19 was declared a public health emergency by the World Health Organisation. The directors have considered the impact of Covid-19 and concluded that it does not materially affect either the activities or the financial position of the Company.

Going concern

As a result of the Company ceasing to trade, the financial statements have been prepared on a basis other than going concern.

Approval of reduced disclosures

The Company, as a qualifying entity, has taken advantage, in respect of its separate financial statements, of the disclosure exemptions in FRS 102 paragraph 1.12. The Company's shareholder has been notified in writing about the intention to take advantage of the disclosure exemptions and no objections have been received. The Company also intends to take advantage of these exemptions in the financial statements to be issued in the following financial year.

Financial risk management

The Company's activities expose it to liquidity risk. The Company's overall financial risk management objective is to minimise its potential adverse effects on the financial performance of the Company.

Liquidity risk

The Company practises prudent liquidity risk management to minimise the mismatch of financial assets and liabilities and to maintain sufficient funding requirements for working capital.

ELLERMAN LONDON CIGARS ONLINE LIMITED
(formerly Ritz London Cigars Online Limited)

Report of the directors (continued)

Independent auditors

PricewaterhouseCoopers LLP has indicated its willingness to continue in office pursuant to section 487 of the Companies Act 2006.

Elective resolutions

The Company has passed elective resolutions to dispense with the holding of annual general meetings and for the laying of the annual report and financial statements before the Company in general meetings, until such time as the elections are revoked.

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Report of the directors and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 of the profit or loss of the Company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- 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 also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

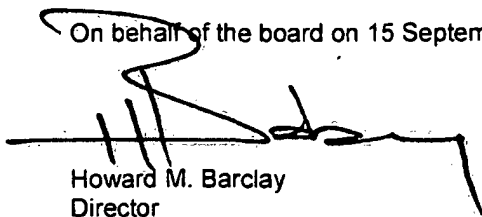
The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Directors' confirmations

In the case of each director in office at the date the Report of the directors is approved:

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

On behalf of the board on 15 September 2021



Howard M. Barclay
Director

ELLERMAN LONDON CIGARS ONLINE LIMITED
(formerly Ritz London Cigars Online Limited)

Independent auditors' report to the members of Ellerman London Cigars Online Limited

Report on the audit of the financial statements

Opinion

In our opinion, Ellerman London Cigars Online Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its result and cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the Balance sheet as at 31 December 2020; the Statement of comprehensive income, the Cash flow statement, the Statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Emphasis of matter - financial statements prepared on a basis other than going concern

In forming our opinion on the financial statements, which is not modified, we draw attention to note 2 to the financial statements which describes the directors' reasons why the financial statements have been prepared on a basis other than going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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

ELLERMAN LONDON CIGARS ONLINE LIMITED **(formerly Ritz London Cigars Online Limited)**

we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Report of the directors, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Report of the directors

In our opinion, based on the work undertaken in the course of the audit, the information given in the Report of the directors for the year ended 31 December 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Report of the directors.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to tax compliance, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to inappropriate journal

ELLERMAN LONDON CIGARS ONLINE LIMITED
(formerly Ritz London Cigars Online Limited)

postings and management bias in estimates. Audit procedures performed by the engagement team included:

- Inspected and evaluated tax workings provided by management
- Inspected journals that exhibit fraud characteristic, and sought corroborating evidence where deemed necessary
- Evaluation of accounting estimates for bias where material

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Andy Grimby (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
15 September 2021

Ellerman London Cigars Online Limited
(formerly Ritz London Cigars Online Limited)

Statement of comprehensive income for the year ended 31 December 2020

	Note	2020 £'000	2019 £'000
Turnover		-	-
Administrative expenses		-	(83)
Operating result/(loss)		-	(83)
Interest payable and similar expenses		-	-
Result/(loss) before taxation	4	-	(83)
Tax on result/(loss)	6	-	-
Result/(loss) for the financial year		-	(83)

The notes on pages 10 to 14 form an integral part of these financial statements.

All movements relate to discontinued activities.

ELLERMAN LONDON CIGARS ONLINE LIMITED
(formerly Ritz London Cigars Online Limited)

Balance sheet as at 31 December 2020

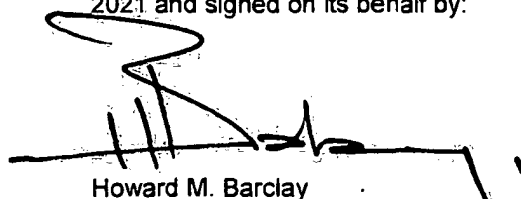
	Note	2020		2019	
		£'000	£'000	£'000	£'000
Current assets					
Cash at bank and in hand		9		20	
Current liabilities					
Creditors: amounts falling due within one year	7	(103)		(14)	
Net current assets			(94)		6
Creditors: Amounts falling due after more than one year	8		-		(100)
Net liabilities			(94)		(94)
Capital and reserves					
Called up share capital	9		-		-
Accumulated losses			(94)		(94)
Total equity			(94)		(94)

Statement of changes in equity for the year ended 31 December 2020

	Called up Share capital £'000	Accumulated losses £'000	Total equity £'000
At 1 January 2019	-	(11)	(11)
Loss for the financial year	-	(83)	(83)
At 1 January 2020	-	(94)	(94)
Result for the financial year	-	-	-
At 31 December 2020	-	(94)	(94)

The notes on pages 10 to 14 form an integral part of these financial statements.

The financial statements on pages 7 to 14 were approved by the board of directors on 15 September 2021 and signed on its behalf by:


Howard M. Barclay
Director

ELLERMAN LONDON CIGARS ONLINE LIMITED
(formerly Ritz London Cigars Online Limited)

Cash flow statement for the year ended 31 December 2020

Reconciliation of operating profit/(loss) to cash flows from operating activities

	2020	2019
	£'000	£'000
Operating result/(loss)	-	(83)
Decrease in debtors	-	73
Decrease in creditors	<u>(11)</u>	<u>(3)</u>
Net cash outflow from operating activities	<u><u>(11)</u></u>	<u><u>(13)</u></u>

Cash flow statement for the year ended 31 December 2020

	2020	2019
	£'000	£'000
Net cash used in operating activities	(11)	(13)
Net decrease in cash and cash equivalents	(11)	(13)
Cash and cash equivalents at beginning of year	<u>20</u>	<u>33</u>
Cash and cash equivalents at end of year	<u><u>9</u></u>	<u><u>20</u></u>
Cash and cash equivalents are made up of:		
Cash at bank and in hand	<u><u>9</u></u>	<u><u>20</u></u>

ELLERMAN LONDON CIGARS ONLINE LIMITED

(formerly Ritz London Cigars Online Limited)

Notes to the financial statements for the year ended 31 December 2020

1. General information

Ellerman London Cigars Online Limited (formerly Ritz London Cigars Online Limited) ("the Company") is a private limited company, limited by shares and registered in England and Wales, United Kingdom. The registered office of the Company is 2nd floor, 14 St George Street, London, W1S 1FE.

2. Basis of accounting

The individual financial statements of Ellerman London Cigars Online Limited (formerly Ritz London Cigars Online Limited) have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102"), as issued by the Financial Reporting Council and the Companies Act 2006.

The functional and presentational currency of the Company is considered to be pound sterling because that is the currency of the primary economic environment in which the Company operates.

As a result of the Company ceasing to trade the going concern basis of preparation is no longer appropriate and the financial statements have been prepared on a basis other than going concern.

Related parties

The Company is exempt under the terms of FRS 102 paras 1.12e, 33.7 'Related Party Disclosures' from disclosing related party transactions with entities that are part of, or investees of, the ultimate parent company's group, B.UK. Limited as the ultimate parent company controls 100% of the total shareholding and prepares consolidated financial statements.

3. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied in all the years presented, unless otherwise stated.

Turnover

Turnover is recognised net of Valued Added Tax and is wholly earned in the United Kingdom.

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events 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, with the following exception:

- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

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.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference.

ELLERMAN LONDON CIGARS ONLINE LIMITED
(formerly Ritz London Cigars Online Limited)

Notes to the financial statements for the year ended 31 December 2020 (continued)

3. Summary of significant accounting policies (continued)

Taxation (continued)

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income. Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Financial Instruments

The Company adopted Sections 11 and 12 of FRS 102 in respect of financial instruments.

(a) Financial assets

Basic financial assets are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method. At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

ELLERMAN LONDON CIGARS ONLINE LIMITED
(formerly Ritz London Cigars Online Limited)

Notes to the financial statements for the year ended 31 December 2020 (continued)

3. Summary of significant accounting policies (continued)

Financial Instruments (continued)

(b) Financial liabilities

Basic financial liabilities are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt is measured at the present value of the future receipts discounted at a market rate of interest.

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

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at measured cost using the effective interest method. Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Judgement in applying accounting policies and key sources of estimation uncertainty

In the application of the Company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The directors believe there are no significant estimates or judgements to separately disclose in respect of these financial statements.

4. Result/(loss) before taxation

	2020	2019
	£'000	£'000
Result/(loss) before taxation is stated after charging:		
Fees payable to the Company's auditors for the audit of the Company's financial statements	<u>-</u>	<u>3</u>

Audit fees of £3,000 (2019: £3,000) were payable to the Company's auditors for the audit of the Company's financial statements and were paid by B.UK. Limited on behalf of the Company in the year under review.

5. Employees and directors

The Company has no employees (2019: none). None of the directors received any emoluments for services to the company during the year ended 31 December 2020 (2019: £nil).

ELLERMAN LONDON CIGARS ONLINE LIMITED
(formerly Ritz London Cigars Online Limited)

Notes to the financial statements for the year ended 31 December 2020 (continued).

6. Tax on profit on ordinary activities

	2020	2019
	£'000	£'000
Current tax:		
United Kingdom corporation tax	-	-
Deferred tax:		
Deferred tax charge for current year	-	-
	<u>-</u>	<u>-</u>

The tax assessed for the prior year differs to the standard rate of corporation tax in the United Kingdom, 19.0% (2019: 19.0%). The differences are explained below:

	2020	2019
	£'000	£'000
Result/(loss) before taxation	<u>-</u>	<u>(83)</u>
Result/(loss) before taxation multiplied by the standard rate of corporation tax in the United Kingdom of 19.0% (2019: 19.0%)	-	(16)
Group relief for £nil consideration	-	16
Total taxation	<u>-</u>	<u>-</u>

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate will increase to 25.0%. As the proposal to increase the rate to 25.0% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements. However, it is likely that the overall effect of the change, had it been substantively enacted by the balance sheet date, would not materially impact the tax charge.

7. Creditors: Amounts falling due within one year

	2020	2019
	£'000	£'000
Accruals and deferred income	3	14
Amounts owed to group undertakings	<u>100</u>	<u>-</u>
	<u>103</u>	<u>14</u>

Amounts owed to group undertakings relate to an amount owed to the immediate holding company. Since the accounts are prepared on a basis other than a going concern, the loan from the immediate holding company, B.UK. Limited, has been classified as due within one year.

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

	2020	2019
	£'000	£'000
Amounts owed to group undertakings	-	100
	<u>-</u>	<u>100</u>

ELLERMAN LONDON CIGARS ONLINE LIMITED
(formerly Ritz London Cigars Online Limited)

Notes to the financial statements for the year ended 31 December 2020 (continued)

9. Called up share capital

	2020	2019
	£	£
Authorised, issued and fully paid Ordinary shares of £1 each	<u>1</u>	<u>1</u>

10. Related Party Transactions

At 31 December 2020 as the Company's voting rights were controlled and wholly owned by B.UK. Limited, the Company has taken advantage of the exemption contained in FRS 102 para. 33.1A and has therefore not disclosed transactions or balances with entities which form part of the group or are disclosed in the group financial statements.

11. Commitments and contingent liabilities

The Company has no capital commitments contracted but not provided for as at 31 December 2020 (2019: £nil).

12. Ultimate controlling party

The immediate holding company is B.UK. Limited, a company incorporated in Bermuda, which the directors regard as being ultimately controlled by the Sir David and Sir Frederick Barclay Family Settlements.

B.UK. Limited is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements at 31 December 2020.