

Registered number: 00892419

LEVI STRAUSS (U.K.) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE 53 WEEK PERIOD ENDED 30 NOVEMBER 2018



LEVI STRAUSS (U.K.) LIMITED

CONTENTS

	Page
Company information	1
Strategic report	2 - 4
Directors' report	5 - 7
Independent auditors' report to the members of Levi Strauss (U.K.) Limited	8 - 10
Statement of comprehensive income for the 53 week period ended 30 November 2018	11
Balance sheet as at 30 November 2018	12
Statement of changes in equity for the period ended 30 November 2018	13
Notes to the financial statements	14 - 35

LEVI STRAUSS (U.K.) LIMITED

COMPANY INFORMATION

Directors	R M J Hurren H Sawjani
Company secretary	Legal Studio Bvba
Registered number	00892419
Registered office	Swan Valley Northampton NN4 9BA
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors Cornwall Court 19 Cornwall Street Birmingham B3 2DT

LEVI STRAUSS (U.K.) LIMITED

STRATEGIC REPORT FOR THE PERIOD ENDED 30 NOVEMBER 2018

The directors present the Strategic Report of Levi Strauss (U.K.) Limited ("the company") for the 53 week period ended 30 November 2018.

Business review

As shown in the company's Statement of Comprehensive Income on page 11 the company's reported turnover has increased compared with the prior period through an increase in commission income.

The balance sheet on page 12 of the financial statements is in a net assets position £23,990,000 and has improved from the prior period by £4,301,000. There are no significant changes in any of the trading relationships.

The key financial performance indicators show performance broadly consistent (at an operating profit level) with the previous financial year:

	2018	2017	
Change in commission (£000's)	8,023	9,334	Year-on-year commission income increase
Selling, distribution and administration expense (%)	13.3%	19.13%	Year-on-year selling and distribution increase as a percentage

Principal risks and uncertainties

The key risks and uncertainties facing the business and which ultimately translate into its commission income are:

- Apparel markets are mature in developed markets such as the United Kingdom, and sales are influenced by general economic cycles;
- Brand proliferation continues as companies compete with multiple brands and products targeted for specific consumer and retail segments;
- Wholesaler/retailer dynamics are changing as retailers build competitive private label and exclusive brand offerings; Department stores such as Debenhams, House of Fraser or Arcadia are challenged by increased online competition and inflexible rents leading to risk of bankruptcies or Company Voluntary Agreements (CVA)
- Quality low cost sourcing alternatives continue to emerge around the world, resulting in pricing pressure and minimal barriers to entry for new competitors; and
- A group of key customers account for a significant portion of revenues, and a significant adverse change in a customer relationship, or in a customer's financial position could materially impact the company results.
- The BREXIT has had so far no real implications on the business, but depending on the outcome of the negotiations with the EU and the exit of the trade union in 2019 there is a latent risk that trade tariffs will adversely affect our logistics costs and operational effectiveness.

These factors contribute to a competitive market environment with constant product innovation and continuing cost pressure throughout the supply chain from manufacturer to consumer.

Competitive pressure is a continuing risk for the company, which could result in losing sales to its key competitors and which would reduce commission income. To manage this risk, the company strives to provide value-added products and services to its customers; prompt response times in the supply of products and services and in the handling of customer queries; and through the maintenance of strong relationships with customers.

The company also operates a UK defined benefit pension plan. The funding level of this pension plan is subject to adverse changes resulting from increasing longevity of plan members, movements in the market value of plan investments as well as movements in the actuarial assumptions underlying the calculation of plan liabilities. The pension plan is closed to new members and deficit reduction contributions in addition to the normal cash contributions due are being made under the terms of a repayment schedule agreed with the plan trustee.

LEVI STRAUSS (U.K.) LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE PERIOD ENDED 30 NOVEMBER 2018

Future developments

In 2019/2020 we expect to see continued revenue and profit growth across all distribution channels; hence we remain confident that our long term strategy to build brand equity and expand the product portfolio pays off.

A more dedicated focus on the young consumer group with tailored marketing investments and a broadened tops range are expected to manifest the lifestyle perception of the Levis brand leading to accelerated growth especially in these two areas. The introduction of new technologies such as RFID, Click & Collect and an elevated ECOM platform are creating the necessary foundation to strengthen the partnership with customers and consumers.

A new shop format for our Retail stores with enlarged space for Taylor stations & print bars will create interactive areas to engage with our fans and is aiming to increase conversion rates and productivity.

Financial risk management

The company's operations expose it to a variety of financial risks that include the effect of changes in price risk, credit risk, liquidity risk and interest rate risk. The company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the company by monitoring these risks.

Given the size of the company, the directors have not delegated the financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the company's finance department.

The company is exposed to a variety of financial risks that are managed at both company and group level.

Price/competition risk

The company is exposed to price risk as a result of its operations arising from increases in purchase costs of clothing and the extent to which these can be passed on to customers. The company continues to focus on products with the greatest value-added to maximise the differentiation against competitor products. The company has no exposure to equity securities price risk as it holds no listed or other marketable equity investments.

Credit risk

The company has implemented policies that require appropriate credit checks on potential customers before sales are made. Amounts outstanding from individual customers are regularly monitored and appropriate actions taken where customers are in breach of payment terms.

Cash at bank and in hand represents working capital only with excess cash regularly transferred to an inter-company treasury affiliate. Credit risk on amounts outstanding is therefore minimised through active management.

LEVI STRAUSS (U.K.) LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE PERIOD ENDED 30 NOVEMBER 2018**

Liquidity risk

The company has access to short-term bank credit and intra-group lending to ensure the company has sufficient funds available for operational requirements and capital spend.

Interest rate risk

At the financial period end the company has interest bearing assets including cash balances which earn interest at the prevailing bank rate and intra-group debtors which earn interest at LIBOR. Intra-group liabilities accrue interest at LIBOR +0.25%.

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

A handwritten signature in black ink, appearing to be 'H Sawjani', with a long horizontal stroke extending to the right.

H Sawjani
Director

Date: 14 August 2019

LEVI STRAUSS (U.K.) LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 30 NOVEMBER 2018

The directors present their annual report and the audited financial statements for Levi Strauss (U.K.) Limited ("the company") for the 53 week period ended 30 November 2018.

Principal activities

The company is a subsidiary undertaking of Levi Strauss & Co Europe Comm. VA/SCA, registered in Brussels, Belgium. The ultimate parent company and controlling party is Levi Strauss & Co., incorporated in the State of California, USA. Levi Strauss & Co. is one of the world's leading branded apparel companies. The parent company's principal activity is the design and marketing of jeans, tops, jackets and related accessories for men, women and children under the Levi's® and Dockers® brands.

The company distributes Levi's® and Dockers® products primarily through department stores, specialty retailers, franchised and operated retail stores in the UK and Ireland for which it receives commission income from its parent company and also receives commission income from overseas branches in Norway and Finland. As of July 11th 2011 Levi Strauss & Co Europe Comm.VA/SCA sells directly to customers based in the UK and Ireland, with Levi Strauss (U.K.) Limited performing marketing services for which it receives commission income.

The parent company advertises Levi's® and Dockers® products through a broad mix of media, including television, national publications, the internet, cinema, billboards and other outdoor vehicles. The company benefits from this and also uses other marketing vehicles, including event and music sponsorships, editorial features, in-store point of sale and store fits, and product placement in music videos and leading fashion magazines.

Future developments and financial risk management

These are disclosed within the strategic report on page 3.

Results and dividends

The profit for the period, after taxation, amounted to £6,207,000 (2017 - £4,172,000).

A dividend of nil was paid during the period (2017 - nil).

Directors

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

R M J Hurren
T Rath (resigned 1 March 2018)
H Sawjani (appointed 1 March 2018)

Charitable contributions

There were no donations to any charities during the current and prior period. The company continued its annual tradition of allowing all employees to spend a day working on charity events at the company's expense. In 2018 the company continued the partnership with "Youth At Risk", a charity aimed at changing the way young people view and live their lives. It also held various charity events in which it encouraged staff to participate.

Financial risk management

These are disclosed within the strategic report on page 3.

Qualifying third party indemnity provisions

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial period and is currently in force. The company also purchased and maintained throughout the financial period directors' and officers' liability insurance in respect of itself and its directors.

LEVI STRAUSS (U.K.) LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE PERIOD ENDED 30 NOVEMBER 2018

Employee involvement

Details of the number of employees and related costs can be found in note 8 to the financial statements.

Applications for employment by disabled persons are always considered fully, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the company continues and appropriate training is arranged. It is the policy of the company that the training, career development and promotion of a disabled person should as far as possible be identical with that of a person who does not have a disability.

Consultation with employees or their representatives has continued at all levels, with the aim of ensuring that their views are taken into account when decisions are made that are likely to affect their interests and that all employees are aware of the financial and economic performance of their business units and of the company as a whole. Communication with all employees continues through the in-house newspaper and newsletters, briefing groups and distribution of the Financial Statements.

Branches outside of the UK

The results of the company incorporate the results of overseas branches in Norway and Finland.

Environment and corporate citizenship

We believe that great brands and businesses are built by consistently providing quality products and by earning the trust of consumers, investors, employees and society as a whole through responsible business practices. We believe that commercial success and corporate citizenship are closely linked. This principle of responsible commercial success is embedded in our ultimate parent company's 163 year trading experience. We believe it continues to anchor how we operate today.

For us, corporate citizenship includes a strong belief that we can help shape society through civic engagement and community involvement, responsible labour and workplace practices, philanthropy, ethical conduct, environmental stewardship and transparency. We believe our "profits through principles" business approach manifests itself in how we develop our business strategies and policies and make everyday decisions.

LEVI STRAUSS (U.K.) LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE PERIOD ENDED 30 NOVEMBER 2018**

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial 52 week period. 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK 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;
- 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 to enable them to ensure that the financial statements comply with the Companies Act 2006.

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.

Disclosure of information to auditors

In the case of each director in office at the date the directors' report 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.

The financial statements on pages 11 to 36 were approved by order of the Board of Directors and signed on its behalf by:



H Sawjani
Director

Date: 14 August 2019

LEVI STRAUSS (U.K.) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LEVI STRAUSS (U.K.) LIMITED

Report on the financial statements

Our opinion

In our opinion, Levi Strauss (U.K.) Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 November 2018 and of its profit for the 53 week period (the "period") 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 and Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 30 November 2018; the statement of comprehensive income, the statement of changes in equity for the 53 week period 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.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- 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.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

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.

LEVI STRAUSS (U.K.) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LEVI STRAUSS (U.K.) LIMITED

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 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 Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the period ended 30 November 2018 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 Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement set out on page 7, 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.

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.

LEVI STRAUSS (U.K.) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LEVI STRAUSS (U.K.) LIMITED

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 received 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.



Jas Khela (Senior Statutory Auditor)

for and on behalf of

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Birmingham

14 August 2019

LEVI STRAUSS (U.K.) LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE 53 WEEK PERIOD ENDED 30 NOVEMBER 2018

	Note	2018 £000	2017 £000
Turnover	4	66,416	58,393
Gross profit		66,416	58,393
Distribution costs		(56,342)	(44,599)
Administrative expenses		(4,693)	(9,270)
Other operating income	5	1,873	728
Operating profit	6	7,254	5,252
Interest receivable and similar income	10	40	19
Interest payable and similar expenses	11	(8)	(3)
Other finance income	12	409	259
Profit before taxation		7,695	5,527
Tax on profit	13	(1,488)	(1,355)
Profit for the financial period		6,207	4,172
Other comprehensive (expenses)/income for the period			
Currency translation differences		(589)	(1,288)
Actuarial (losses)/gains on defined benefit pension scheme	25	(1,587)	3,193
Movement of deferred tax relating to pension surplus		270	(543)
Other comprehensive (expenses)/income for the period		(1,906)	1,362
Total comprehensive income for the 53 week period		4,301	5,534

All results derive from continuing operations.

The notes on pages 14 to 35 form part of these financial statements.

LEVI STRAUSS (U.K.) LIMITED
REGISTERED NUMBER: 00892419

BALANCE SHEET
AS AT 30 NOVEMBER 2018

	Note	2018 £000	Restated 2017 £000
Fixed assets			
Intangible assets	14	-	-
Tangible fixed assets	15	10,274	6,959
Debtors: amounts falling due after more than one year	16	481	1,797
		<u>10,755</u>	<u>8,756</u>
Current assets			
Debtors: amounts falling due within one year	16	15,984	7,559
Cash at bank and in hand	17	8,499	7,473
		<u>24,483</u>	<u>15,032</u>
Creditors: amounts falling due within one year	18	(21,310)	(12,921)
Net current assets		<u>3,173</u>	<u>2,111</u>
Total assets less current liabilities		<u>13,928</u>	<u>10,867</u>
Creditors: amounts falling due after more than one year	19	(1,637)	(1,467)
Provisions for other liabilities	21	(2,729)	(3,423)
Post-employment benefits	25	14,428	13,712
Net assets		<u>23,990</u>	<u>19,689</u>
Capital and reserves			
Called up share capital	22	3,000	3,000
Share premium account	23	849	849
Profit and loss account	23	20,141	15,840
Total equity		<u>23,990</u>	<u>19,689</u>

The financial statements were approved and authorised for issue by the board on 14 08 2019 and were signed on its behalf by:



H Sawjani
Director

Date: 14 August 2019

The notes on pages 14 to 35 are an integral part of these financial statements.

LEVI STRAUSS (U.K.) LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 30 NOVEMBER 2018**

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£000	£000	£000	£000
At 27 November 2017	3,000	849	15,840	19,689
Profit for the period	-	-	6,207	6,207
Currency translation differences	-	-	(589)	(589)
Actuarial losses on pension scheme	-	-	(1,587)	(1,587)
Movement of deferred tax relating to pension surplus	-	-	270	270
At 30 November 2018	3,000	849	20,141	23,990

**STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 26 NOVEMBER 2017**

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£000	£000	£000	£000
At 27 November 2016	3,000	849	10,306	14,155
Profit for the period	-	-	4,172	4,172
Currency translation differences	-	-	(1,288)	(1,288)
Actuarial gains on pension scheme	-	-	3,193	3,193
Movement of deferred tax relating to pension surplus	-	-	(543)	(543)
At 26 November 2017	3,000	849	15,840	19,689

The notes on pages 14 to 35 form part of these financial statements.

LEVI STRAUSS (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 NOVEMBER 2018

1. General information

Levi Strauss (U.K.) Limited ("the company") distributes Levi's® and Dockers® products primarily through department stores, specialty retailers, franchised and operated retail stores in the UK and Ireland and also receives commission income from overseas branches in Norway and Finland.

The company is a private company limited by shares and is incorporated and domiciled in the United Kingdom. The address of its registered office is: Swan Valley, Northampton, NN4 9BA.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis under the historical cost convention within these accounting policies and in compliance with Financial Reporting Standard 102 the Financial Reporting Standard applicable in the UK and the Republic of Ireland ("FRS 102") and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 3).

Accounting policies have been applied consistently.

The following principal accounting policies have been applied:

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows paragraph 3.17d;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Levi Strauss & Co. as at 30 November 2018 and these financial statements may be obtained from Levi Strauss & Co., Levi's Plaza, 1155 Battery Street, San Francisco, CA 94111, USA.

2.3 Going concern

The company meets its day-to-day working capital requirements through its bank facilities. The current economic conditions continue to create uncertainty over (a) the level of demand for the company's products; and (b) the availability of bank finance for the foreseeable future. The company's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the company should be able to operate within the level of its current facilities. After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing its financial statements.

LEVI STRAUSS (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 NOVEMBER 2018

2. Accounting policies (continued)

2.4 Turnover

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before turnover is recognised:

Sale of goods

Turnover from the sale of goods is recognised when all of the following conditions are satisfied:

- the company has transferred the significant risks and rewards of ownership to the buyer;
- the company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of turnover can be measured reliably;
- it is probable that the company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

As set out on note 4, turnover represents an aggregation of sales revenue from the sales of apparel, together with commission income for marketing services performed for the immediate parent company, Levi Strauss & Co. Europe Comm. VA/SCA.

Sales revenue represents the amount receivable for goods provided in the normal course of business, net of trade discounts, VAT, and an estimated level of returns based on historical experience. Sales revenue is recognised at the point at which the title of the goods has passed to the customer.

The company does not disclose cost of sales separately within the statement of comprehensive income as costs associated with the turnover of the business are not borne by the entity and are incurred by Levi Strauss & Co Europe Comm. VA/SCA.

Commission income

Commission income represents the marketing service agreement payment from the parent company under the commission agency model. Prior to July 2011, Turnover consisted of the gross amount receivable from the sale of apparel. In July 2011, turnover and cost of sales in the financial statements was subsequently replaced by a commission model based on the marketing services that Levi Strauss (U.K.) Limited perform. Commission income is recognised on a monthly basis and then trued up at the period end, based on the commission model.

2.5 Other operating income

Other operating income, comprising management fees and franchise royalty income, is recognised on an accruals basis as the entitlement to the income arises. In the prior year this also included profit from a sale and leaseback transaction.

LEVI STRAUSS (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 NOVEMBER 2018

2. Accounting policies (continued)

2.6 Intangible assets

Goodwill arising on the acquisition of businesses representing any excess of the fair value of the consideration over the fair value of the identifiable assets and liabilities acquired is capitalised and amortised on a straight line basis over a period of five years, being the directors' estimate of the useful economic life.

Goodwill is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its net present value (NPV). NPV is estimated using cash flows, based on management's latest approved budgets and forecasts, and discounted at the group's weighted average cost of capital.

2.7 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.

The company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

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

The estimated useful lives range as follows:

Long-term leasehold property	- 2 years to 25 years
Plant and machinery	- 4 to 10 years
Fixtures and fittings	- 3 to 10 years

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.

Tangible assets are derecognised on disposal or when no future economic benefits are expected. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the statement of comprehensive income.

LEVI STRAUSS (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 NOVEMBER 2018

2. Accounting policies (continued)

2.8 Operating leases

Operating leases are those arrangements which do not transfer substantially all of the risks and rewards of ownership of the associated assets of the company.

Rentals paid under operating leases are charged to the statement of comprehensive income on a straight line basis over the lease term.

2.9 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.10 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable on demand. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

LEVI STRAUSS (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 NOVEMBER 2018

2. Accounting policies (continued)

2.11 Financial instruments

The company 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.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.12 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

LEVI STRAUSS (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 NOVEMBER 2018

2. Accounting policies (continued)

2.13 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling using the rate of exchange ruling at the balance sheet date and the gains and losses on translation are included in the statement of comprehensive income.

The assets and liabilities of overseas branches are translated at the closing exchange rates. The statement of comprehensive income of such undertakings are included at the average rates of exchange during the financial period. Gains and losses arising on these transactions are taken to reserves, net of exchange differences arising on related foreign currency borrowings.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of comprehensive income within 'interest payable and similar charges' and all other foreign exchanges gains and losses are presented in the statement of comprehensive income within 'administrative expenses'.

2.14 Finance costs

Finance costs are charged to the 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.

Interest income is recognised using the effective interest rate method.

2.15 Sale and leaseback

Where a sale and leaseback transaction results in a finance lease, no gain is immediately recognised for any excess of sales proceeds over the carrying amount of the asset. Instead, the proceeds are presented as a liability and subsequently measured at amortised cost using the effective interest method.

When a sale and leaseback transaction results in an operating lease, and it is clear that the transition is established at fair value any profit or loss is recognised immediately. If the sale price is below fair value, any profit or loss is recognised immediately unless the loss is compensated for by the future lease payments at below market price. In that case any such loss is amortised in proportion to the lease payments over the period for which the asset is expected to be used. If the sale price is above fair value, the excess over fair value is amortised over the period for which the asset is expected to be used.

LEVI STRAUSS (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 NOVEMBER 2018

2. Accounting policies (continued)

2.16 Pensions

Defined contribution pension plan

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

The contributions are recognised as an expense in the statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the balance sheet. The assets of the plan are held separately from the company in independently administered funds.

Defined benefit scheme

Independent actuaries prepare valuations of the defined benefit scheme at least every three years and in accordance with their recommendations the company makes contributions over the expected working life of the employees. These triennial valuations are updated each period to meet the accounting requirements of FRS 102. The valuations are prepared using the projected unit credit method.

The regular service cost of providing retirement benefits to employees during the financial period is charged to operating profit in the financial period. The full effect of providing amendments to benefits in respect of past service is also charged to operating profit in the financial period.

A credit representing the expected return on the assets of the scheme during the financial period is included within other finance income. This is based on the market value of the assets of the scheme at the start of the financial period. A charge representing the expected increase in the liabilities of the schemes during the financial period is included within other finance income. This arises from the liabilities of the scheme being one year closer to payment.

Differences between actual and expected returns on assets during the financial period are recognized in the statement of comprehensive income in the financial period, together with differences arising from changes in assumptions.

Scheme trustees have discretionary power but not an obligation to wind up the defined benefit scheme on the occurrence of a particular event. The company anticipate receiving a refund of the surplus via reduced contributions over the scheme's duration, or a direct refund if the scheme is wound up by the trustees. As such the surplus on the pension scheme has been recognised in full in the balance sheet.

2.17 Interest receivable and similar income

Interest receivable and similar income is recognised in the statement of comprehensive income using the effective interest method.

LEVI STRAUSS (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 NOVEMBER 2018

2. Accounting policies (continued)

2.18 Provisions for liabilities

Provisions are made where an event has taken place that gives the company 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 statement of comprehensive income in the year that the company becomes aware of the obligation, and are measured at the best estimate at the balance sheet 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 balance sheet.

2.19 Current and deferred taxation

The tax expense for the period comprises current and deferred tax in the reporting period. Tax is recognised in the 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.

Current tax is the amount of tax payable in respect of the taxable profit for the year or prior years. The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet 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; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

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 balance sheet date.

2.20 Short term benefits

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

LEVI STRAUSS (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 NOVEMBER 2018

3. Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the period. However, the nature of estimation means that actual outcomes could differ from those estimates.

The following are the company's key sources of estimation uncertainty:

Intangible assets

The company establishes a reliable estimate of the useful life of intangible assets. This estimate is based on a variety of factors such as the expected use of the acquired assets, the expected usual life of the cash generating units and any legal, regulatory or contractual provisions that can limit useful life. See note 14 for further details.

Useful economic lives of tangible assets

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are reassessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See note 15 for further details.

Impairment of debtors

The company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience.

Impairment of stores

The company has a number of stores owned and operated by Levi Strauss (U.K.) Limited. These are subject to an impairment review quarterly to ensure that the future cash flows cover the carrying value of the store.

Sale and leaseback

In the prior year, other operating income was impacted by the sale and leaseback transaction of the Northampton distribution centre. The key judgement in determining the accounting treatment for this is that the agreement represents an operating lease. This is supported by the combination of the nature of the signed lease agreement, the absence of a formal plan beyond the four year lease term and the absence of any right to repurchase in the agreement.

Pension surplus

The existence of an asset at the balance sheet date is based on the company having a right to obtain a refund or a reduction in future contributions. This right is not affected by future acts that could change the amount of the surplus that could ultimately be recovered. The trustees could choose to wind up the scheme or grant benefit improvements (and thus reduce the surplus) however this is not anticipated and would not remove the company's unconditional right to the surplus. See note 25 for further details.

LEVI STRAUSS (U.K.) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 NOVEMBER 2018**

4. Turnover

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

	2018 £000	2017 £000
Sale of goods	3,564	232
Commission income	62,852	58,161
	<u>66,416</u>	<u>58,393</u>

Analysis of turnover by geography:

	2018 £000	2017 £000
United Kingdom	62,857	56,174
Rest of Europe	3,559	2,219
	<u>66,416</u>	<u>58,393</u>

5. Other operating income

	2018 £000	2017 £000
Intercompany other income	1,186	-
Management fee for distribution centre	687	720
Profit on sale and leaseback	-	8
	<u>-</u>	<u>8</u>

6. Operating profit

The operating profit is stated after charging:

	2018 £000	2017 £000
Depreciation of tangible fixed assets	2,083	2,629
Operating lease charges	14,470	13,277
	<u>14,470</u>	<u>13,277</u>

LEVI STRAUSS (U.K.) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 NOVEMBER 2018**

7. Auditors' remuneration

	2018 £000	2017 £000
Fees payable to the company's auditors and their associates for the audit of the company's financial statements	59	56
Tax advisory	7	7
Tax compliance	4	7
	<u>-</u>	<u>-</u>

8. Employees

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

	2018 £000	2017 £000
Wages and salaries	18,147	15,957
Social security costs	2,013	1,203
Other pension costs	1,219	1,074
	<u>21,379</u>	<u>18,234</u>

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

	2018 No.	2017 No.
Selling	952	815
Administration	66	61
	<u>1,018</u>	<u>876</u>

9. Directors' remuneration

	2018 £000	2017 £000
Directors' emoluments	658	534

The highest paid director receiving remuneration of £535,025 (2017 - £421,000).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £NIL (2017 - £NIL).

LEVI STRAUSS (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 NOVEMBER 2018

10. Interest receivable and similar income

	2018 £000	2017 £000
Interest receivable from group companies	40	19

11. Interest payable and similar expenses

	2018 £000	2017 £000
Loans from group undertakings	8	3

12. Other finance income

	2018 £000	2017 £000
Net interest on defined benefit pension liability (note 25)	409	259

13. Tax on profit

	2018 £000	2017 £000
Corporation tax		
Current tax on profits for the financial period	200	285
Adjustments in respect of prior periods	251	286
	451	571
Foreign tax		
Foreign tax on income for the financial period	46	72
Total current tax	497	643
Deferred tax		
Origination and reversal of timing differences	991	726
Adjustments in respect of prior periods	-	(14)
Total deferred tax	991	712
Tax on profit	1,488	1,355

LEVI STRAUSS (U.K.) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 NOVEMBER 2018**

13. Tax on profit (continued)

Factors affecting tax charge for the period

The tax assessed for the period is higher than (2017 - higher than) the standard rate of corporation tax in the UK of 19.00% (2017 - 19.34%). The differences are explained below:

	2018 £000	2017 £000
Profit before tax	7,695	5,527
Profit multiplied by standard rate of corporation tax in the UK of 19.00% (2017 - 19.34%)	1,462	1,069
Effects of:		
Expenses not deductible for tax purposes	169	(58)
Effect of overseas tax rates	46	73
Adjustments in respect of prior periods	251	271
Other movements	(440)	-
Total tax charge for the period	1,488	1,355

Factors that may affect future tax charges

The tax rate for the current year is lower than the prior year, due to changes in the UK corporation tax rate, which decreased from 20% to 19% from 1 April 2017. Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2016 (on 6 September 2016). These include reductions to the main rate to reduce the rate to 17% from 1 April 2020. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements.

14. Intangible assets

	Goodwill £000
Cost	
At 27 November 2017 and 30 November 2018	4,066
Accumulated amortisation	
At 27 November 2017 and 30 November 2018	4,066
Net book value	
At 30 November 2018	-
At 26 November 2017	-

LEVI STRAUSS (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 NOVEMBER 2018

15. Tangible fixed assets

	Long-term leasehold property £000	Plant and machinery £000	Fixtures and fittings £000	Total £000
Cost				
At 27 November 2017	10,521	14,474	7,920	32,915
Additions	3,998	-	569	4,567
Disposals	(1,405)	(1)	-	(1,406)
Exchange adjustments	4	1	6	11
At 30 November 2018	13,118	14,474	8,495	36,087
Accumulated depreciation				
At 27 November 2017	6,529	14,378	5,049	25,956
Charge for the 53 week period	1,283	43	757	2,083
Disposals	(1,365)	(1)	(881)	(2,247)
Exchange adjustments	-	21	-	21
At 30 November 2018	6,447	14,441	4,925	25,813
Net book value				
At 30 November 2018	6,671	33	3,570	10,274
At 26 November 2017	3,992	96	2,871	6,959

LEVI STRAUSS (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 NOVEMBER 2018

16. Debtors

	2018 £000	2017 £000
Amounts falling due after more than one year		
Deferred tax asset	186	1,525
Prepayments and accrued income	295	272
	<u>481</u>	<u>1,797</u>
	2018 £000	2017 £000
Amounts falling due within one year		
Trade debtors	1,304	1,495
Amounts owed by group undertakings	12,506	2,977
Other debtors	180	174
Tax recoverable	558	723
Prepayments and accrued income	1,436	2,190
	<u>15,984</u>	<u>7,559</u>

Amounts owed by group undertakings are unsecured, have no fixed date of payment, and are repayable on demand. The interest rate payable by the group, based on the current account balance, is detailed in the directors' report.

17. Cash at bank and in hand

	2018 £000	2017 £000
Cash at bank and in hand	<u>8,499</u>	<u>7,473</u>

LEVI STRAUSS (U.K.) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 NOVEMBER 2018**

18. Creditors: Amounts falling due within one year

	2018	Restated 2017
	£000	£000
Trade creditors	4,399	3,576
Amounts owed to group undertakings	1,107	110
Taxation and social security	1,535	797
Other creditors	5,516	600
Accruals and deferred income	8,753	7,838
	<u>21,310</u>	<u>12,921</u>

Amounts owed to group undertakings are unsecured and repayable on demand. The interest rate payable to the group, based on the current account balance, is accrued at the monthly Interbank Deposit Bid Rate plus 0.25%.

Please refer to note 21 for details on the restatement.

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

	2018	2017
	£000	£000
Accruals and deferred income more than one year	<u>1,637</u>	<u>1,467</u>

20. Financial instruments

	2018	2017
	£000	£000
Financial assets		
Financial assets that are debt instruments measured at amortised cost	<u>13,990</u>	<u>4,646</u>
Financial liabilities		
Financial liabilities measured at amortised cost	<u>(19,775)</u>	<u>(14,684)</u>

Financial assets measured at amortised cost comprise trade debtors, amounts owed by group undertakings and other debtors.

Financial liabilities measured at amortised cost comprise trade creditors, amounts owed to group undertakings and accruals.

LEVI STRAUSS (U.K.) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 NOVEMBER 2018**

21. Provisions for other liabilities

	Deferred tax £000	Dilapidations £000	Total £000
At 27 November 2017	2,331	1,092	3,423
Charged to profit and loss	(347)	(77)	(424)
Charged to other comprehensive income	(270)	-	(270)
At 30 November 2018	1,714	1,015	2,729

Deferred tax

The deferred tax balance is made up as follows:

	30 November 2018 £000	26 November 2017 £000
Accelerated capital allowances	402	466
Short term timing differences	(216)	1,004
Pension surplus	(1,714)	(2,331)
Losses	-	55
	(1,528)	(806)

Comprising:

Asset - due after one year	186	1,525
Liability	(1,714)	(2,331)
	(1,528)	(806)

Dilapidations

The dilapidations provision relates to management's best estimate of the expected costs that will be incurred to return the premises to the condition required under the property lease. The provision is expected to be substantially utilised by the end of the leases between 2019 and 2028. During the year it was identified that dilapidations amounting to £1,092,000 were incorrectly classified as accruals and deferred income as at 26 November 2017. Accordingly, the financial statements have been restated to reclassify the amount as provision in the prior year. There is no impact on the net assets of the entity because of this restatement. Also see note 18.

LEVI STRAUSS (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 NOVEMBER 2018

22. Called up share capital

	30 November 2018 £000	26 November 2017 £000
Allotted, called up and fully paid		
3,000,000 (2017 - 3,000,000) ordinary shares of £1 each	3,000	3,000

23. Reserves

Share premium account

The share premium account represents amounts received on the issue of share capital in excess of the nominal value of share capital, less any costs incurred as a result of the issue.

Profit and loss account

The profit and loss account represents the cumulative profits and losses of the company less any distributions made to the owners of the company.

24. Subsidiary undertakings

The following were subsidiary undertakings of the company and share the same registered office as that shown on the company information page:

Name	Class of shares	Holding	Principal activity
Levi Strauss Pension Trustee Limited	Ordinary	100 %	Dormant

The financial statements contain information about Levi Strauss Pension Trustee Limited as an individual company and do not contain consolidated financial information as the parent of the group. The company is exempt under section 401 of the companies act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent Levi Strauss & Co.

LEVI STRAUSS (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 NOVEMBER 2018

25. Post employment benefits

The company operates a defined contribution stakeholder pension scheme which is funded by contributions made by the company and employees. The total company contributions for the period were £753,000 (2017: £362,000).

The company operates a Defined benefit pension scheme.

The assets of the scheme are held in a separately administered fund. The scheme provides benefits on the basis of members' final salary. In 2004 the defined benefit scheme was closed to new entrants. At the same time, the company established a defined contribution scheme to provide benefits to new employees.

The pension expense charged to the statement of comprehensive income makes no allowance for actuarial gains and losses during the financial period. Actuarial gains and losses are recognised in other comprehensive income in the financial period that they occur. An actuarial valuation of the Levi Strauss Pension Trustee Scheme using the projected unit basis was carried out at 30 November 2018 by Mercers, independent consulting actuaries.

The latest triennial actuarial valuation at 31 March 2016 showed a deficit of £9,000,000. It has been agreed with the trustees that contributions expected to be made to the scheme by Levi Strauss (U.K.) Limited for the following 5 years (2016 to 2020 inclusive) will be £1,980,000. Further to this the scheme is closed to new entrants, as a result of which the service cost will increase as members approach retirement.

Composition of plan assets:

	2018 £000	2017 £000
Equities	4,563	7,667
Bonds	-	52,471
Index-linked gilts	19,246	-
Fixed interest gilts	2,186	-
Buy and maintain credit	21,109	-
Liability driven investment	13,972	-
Diversified growth funds	8,873	11,226
Cash	10	175
Trustee bank account	248	-
Total plan assets	70,207	71,539

	2018 £000	2017 £000
Fair value of plan assets	70,207	71,539
Present value of plan liabilities	(55,779)	(57,827)
Net pension scheme asset	14,428	13,712

LEVI STRAUSS (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 NOVEMBER 2018

25. Post employment benefits (continued)

	2018 £000	2017 £000
Current service cost	497	425
Interest on obligation	(409)	(259)
Total	88	166
Actual return on scheme assets	(939)	4,635

Reconciliation of fair value of plan liabilities were as follow:

	2018 £000	2017 £000
Opening defined benefit obligation	(57,827)	(58,408)
Current service cost	(497)	(425)
Interest cost	(1,546)	(1,655)
Actuarial gains	1,307	472
Benefit payment from plan assets	2,841	2,255
Participant contributions	(57)	(66)
Closing defined benefit obligation	(55,779)	(57,827)

Reconciliation of fair value of plan assets were as follows:

	2018 £000	2017 £000
Opening fair value of scheme assets	71,539	59,740
Interest income on plan assets	1,955	1,914
Contributions by employer	2,647	9,640
Contributions by scheme participants	57	66
Actuarial (losses)/gains	(2,894)	2,721
Administrative expenses paid from plan assets	(256)	(287)
Benefits paid	(2,841)	(2,255)
	70,207	71,539

LEVI STRAUSS (U.K.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 NOVEMBER 2018

25. Post employment benefits (continued)

Analysis of amounts charged to net finance costs

	30 November 2018 £000	26 November 2017 £000
Analysis of actuarial loss recognised in Other Comprehensive Income		
Expected return on pension scheme assets	1,955	1,914
Interest cost of pension scheme liabilities	(1,546)	(1,655)
	<u>409</u>	<u>259</u>

Principal actuarial assumptions at the balance sheet date (expressed as weighted averages):

	2018 %	2017 %
Discount rate	3.13	2.74
Future salary increases	3.90	3.80
Rate of increase of pensions in payment:		
- pension earned before 6 April 1997 in excess of Guaranteed Minimum Pension	2.05	1.95
- pension earned between 6 April 1997 and 31 March 2006	3.05	2.90
- pension earned after 31 March 2006	2.10	2.00
Rate of increase of pension in deferment	1.90	2.10
RPI Inflation	3.20	3.10
CPI Inflation	2.20	2.10
Mortality rates		
- for a male aged 65 now	22.00	22.00
- at 65 for a male aged 45 now	23.80	23.70
- for a female aged 65 now	24.90	24.80
- at 65 for a female member aged 45 now	<u>26.80</u>	<u>26.70</u>

LEVI STRAUSS (U.K.) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 NOVEMBER 2018**

26. Commitments under operating leases

At 30 November the company had future minimum lease payments under non-cancellable operating leases as follows:

	2018 £000	2017 £000
Not later than 1 year	14,842	13,790
Later than 1 year and not later than 5 years	40,477	28,806
Later than 5 years	11,760	10,178
	<u>67,079</u>	<u>52,774</u>

27. Ultimate parent company and controlling party

The company is a subsidiary undertaking of Levi Strauss & Co Europe Comm.VA/SCA, registered in Brussels, Belgium. The ultimate parent company and controlling party is Levi Strauss & Co., incorporated in the State of California, USA.

Levi Strauss & Co. is the parent company of the largest and smallest group of which the company is a member and for which group financial statements are drawn up. Copies of the financial statements are available from Levi Strauss & Co., Levi's Plaza, 1155 Battery Street, San Francisco, CA 94111, USA.