

Vision Express Limited

Annual report and financial statements  
for the year ended 31 December 2017

Registered number: 08303913

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# **Vision Express Limited**

## **Annual report and financial statements for the year ended 31 December 2017**

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# **Vision Express Limited**

## **Directors and advisers**

### **Directors**

J Lawson  
S Hope  
T Moyles (Resigned 8 February 2018)

### **Company secretary**

S Hope

### **Registered office**

Mere Way  
Ruddington Fields Business Park  
Ruddington  
Nottingham  
United Kingdom  
NG11 6NZ

### **Independent auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Donington Court  
Pegasus Business Park  
Castle Donington  
East Midlands  
DE74 2UZ

### **Bankers**

Bank Mendes Gans N.V.  
619 Herengracht  
Amsterdam  
1017 CE Netherlands

### **Solicitors**

Geldards LLP  
The Arc  
Enterprise Way  
Nottingham  
NG2 1BN

Shakespeares Legal LLP  
20 New Walk  
Leicester  
LE1 6TX

# **Vision Express Limited**

## **Strategic report for the year ended 31 December 2017**

The directors present their strategic report on the company for the year ended 31 December 2017.

### **Business review and principal activities**

The company's principal activity during the year was as a non-trading holding company for the Vision Express group of companies. No change is planned to these activities. The results of the company show a profit before taxation of €11,297,000 (2016: €27,444,000). Dividends of €11,906,000 were received in the year (2016: €28,580,000). The company has net current liabilities of €402,000 (2016: net current assets of €950,000).

### **Key performance indicators (KPIs)**

Given the straightforward nature of the business the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

### **Development and performance of the business during the year**

Vision Express Limited is a non-trading holding company for the Vision Express group of companies.

### **Future outlook**

The company does not envisage any significant changes to the nature or scope of its future operations.

### **Acquisition of Tesco Opticians**

In December 2017 the trade and assets of the Tesco Opticians chain were acquired by Vision Express (UK) Limited, an indirect subsidiary company, adding 209 trading locations to the store estate across the United Kingdom and the Republic of Ireland.

The funds required for this acquisition were made available by GrandVision Finance B.V. by way of a €61,200,000 increase in the existing loan to Vision Express Limited. On the same date, Vision Express Group Limited allotted and issued 55,000,000 'B' ordinary shares of £1 in the capital of the company at par for £55,000,000, subscribed for by Vision Express Limited. In addition, Vision Express (UK) Limited allotted and issued 5,500,000,000 ordinary shares of £0.01 in the capital of the company at par for £55,000,000, subscribed for by Vision Express Group Limited.

### **Principal risks and uncertainties**

The management of the business and the execution of the company's strategy are subject to a number of risks. Risks are reviewed by the board, and appropriate processes put into place to monitor and mitigate them. If more than one event occurs, it is possible that the overall effect of such events would compound the possible adverse effects on the company.

### *National and global economic trading conditions*

The ability of the company to repay its loan obligations is reliant upon income generated from subsidiaries and related parties, and therefore reliant on their financial performance through continuing difficult economic trading conditions.

# **Vision Express Limited**

## **Strategic report for the year ended 31 December 2017 (continued)**

### **Principal risks and uncertainties (continued)**

#### *Foreign exchange risk*

The company has a financial risk due to its functional currency being euros and most of its investments being in pounds sterling, therefore this risk is linked to the value of the pound sterling against the euro.

On behalf of the board



S Hope  
**Director**

27 March 2018

# **Vision Express Limited**

## **Directors' report for the year ended 31 December 2017**

The directors present their report and the audited financial statements of the company for the year ended 31 December 2017.

### **Results and dividends**

The company's operating profit amounted to €310,000 (2016: €nil). The profit for the financial year amounted to €11,297,000 (2016: profit of €27,444,000).

During the year, the company received dividends of €11,906,000 (2016: €28,580,000). The company also paid dividends of €11,868,000 (2016: €24,638,000), see note 13.

During the year the directors declared and paid a dividend of €11,906,000. At the time the dividend was paid the directors were not aware that there were insufficient realised profits available at the time for distribution, to the value of €38,000. When the directors subsequently identified that there were insufficient profits available for distribution, the dividend was cancelled and then re-issued at a value of €11,868,000, and the €38,000 shortfall from the initial transaction was accounted for as an intercompany transfer of funds, repayable on demand, which was fully repaid in the year.

The future outlook of the business is considered within the Strategic report.

Despite having net current liabilities at the year end, the financial statements have been prepared on the going concern basis on the grounds that the directors of GrandVision N.V. have confirmed their continued support for at least 12 months following the date of approval of the financial statements.

The company meets its day-to-day working capital requirements through its bank facilities. The company 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. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future.

### **Directors**

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

J Lawson  
S Hope  
T Moyles (Resigned 8 February 2018)

### **Directors' indemnities**

The company purchased and maintained throughout the financial year directors' and officers' liability insurance in respect of itself and its directors.

### **Financial risk management**

The company's operations expose it to a variety of financial risks that include the effects of credit risk, liquidity risk, foreign exchange and interest rate risk. The directors actively manage these risks by monitoring levels of risk and related costs.

# **Vision Express Limited**

## **Directors' report for the year ended 31 December 2017 (continued)**

### **Financial risk management (continued)**

The company has both interest-bearing assets and interest-bearing liabilities. Interest-bearing assets include amounts held within bank and cash balances, all of which earn interest at floating interest rates. When necessary, the company utilises overdraft facilities and group loans at floating interest rates designed to ensure the company has sufficient available funds for its operations and its required level of working capital. The directors will revisit the appropriateness of this policy should the company's operations change in size or nature.

### **Statement of directors' responsibilities in respect of the financial statements**

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 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 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.

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.

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.

### **Independent auditors**

A resolution to reappoint PricewaterhouseCoopers LLP as auditors to the company will be proposed at the annual general meeting.

# **Vision Express Limited**

## **Directors' report for the year ended 31 December 2017 (continued)**

On behalf of the board

A handwritten signature in black ink, appearing to read 'S Hope', with a long, sweeping horizontal line extending to the right.

**S Hope  
Director**

27 March 2018



# **Vision Express Limited**

## **Independent auditors' report to the members of Vision Express Limited**

### **Report on the financial statements**

#### **Opinion**

In our opinion, Vision Express Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit 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 and financial statements (the "Annual report"), which comprise: the statement of financial position as at 31 December 2017; the statement of comprehensive income, and 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.

#### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which 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.

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.

#### **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 on, 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 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.

## **Vision Express Limited**

### **Independent auditors' report to the members of Vision Express Limited (continued)**

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 year ended 31 December 2017 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 Statement of directors' responsibilities set out on page 5, 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](http://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.

## **Vision Express Limited**

### **Independent auditors' report to the members of Vision Express Limited (continued)**

#### **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.



Gillian Hinks (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
East Midlands

29 March 2018

## Vision Express Limited

### Statement of comprehensive income for the year ended 31 December 2017

	Note	2017 €'000	2016 €'000
Administrative income/(expenses)		310	-
<b>Operating profit</b>	4	310	-
Income from shares in group undertakings	5	11,906	28,580
<b>Profit before interest and taxation</b>		12,216	28,580
Interest receivable and similar income	6	-	1
Interest payable and similar expenses	7	(919)	(1,137)
<b>Profit before taxation</b>		11,297	27,444
Tax on profit	8	-	-
<b>Profit for the financial year</b>		11,297	27,444
<b>Total comprehensive income for the year</b>		11,297	27,444

All results derive from continuing operations

## Vision Express Limited

### Statement of financial position as at 31 December 2017

Registered number: 08303913

	Note	2017 €'000	2016 €'000
<b>Fixed assets</b>			
Investments	9	194,588	133,100
		<b>194,588</b>	133,100
<b>Current assets</b>			
Cash at bank and in hand		1,011	1,036
<b>Total current assets</b>		<b>1,011</b>	1,036
Creditors: amounts falling due within one year	10	(1,413)	(86)
<b>Net current (liabilities)/assets</b>		<b>(402)</b>	950
<b>Total assets less current liabilities</b>		<b>194,186</b>	134,050
Creditors: amounts falling due after more than one year	11	(138,824)	(78,117)
<b>Net assets</b>		<b>55,362</b>	55,933
<b>Capital and reserves</b>			
Called up share capital	12	-	-
Share premium account	12	55,670	55,670
(Accumulated losses)/retained earnings	12	(308)	263
<b>Total equity</b>		<b>55,362</b>	55,933

The notes on pages 13 to 26 are an integral part of these financial statements. These financial statements on page 10 to 26 were approved by the board of directors and authorised for issue on 27 March 2018 and were signed on its behalf by:

J Lawson  
Director



## Vision Express Limited

### Statement of changes in equity for the year ended 31 December 2017

	Called up share capital	Share premium account	(Accumulated losses)/ retained earnings	Total equity
	€'000	€'000	€'000	€'000
<b>Balance at 1 January 2016</b>	-	55,670	(2,543)	53,127
Profit for the financial year	-	-	27,444	27,444
Total comprehensive income for the year	-	-	27,444	27,444
Transactions with owners in their capacity as owners:				
Dividends paid (note 13)	-	-	(24,638)	(24,638)
<b>Balance at 31 December 2016</b>	-	55,670	263	55,933
Profit for the financial year	-	-	11,297	11,297
Total comprehensive income for the year	-	-	11,297	11,297
Transactions with owners in their capacity as owners:				
Dividends paid (note 13)	-	-	(11,868)	(11,868)
<b>Balance at 31 December 2017</b>	-	55,670	(308)	55,362

# **Vision Express Limited**

## **Notes to the financial statements for the year ended 31 December 2017**

### **1 Accounting policies**

#### **Company information**

Vision Express Limited is a private company limited by shares, domiciled and incorporated in England and Wales. The registered office is Mere Way, Ruddington Fields Business Park, Ruddington, Nottingham, NG11 6NZ.

The company's principal activities are disclosed in the strategic report.

#### **Accounting convention**

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS102") and the requirements of the Companies Act 2006, including the provisions of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, and under the historical cost convention.

Monetary amounts in these financial statements are rounded to the nearest whole €1,000, except where otherwise indicated.

#### **Consolidated financial statements**

The company has taken advantage of the exemption in section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it is a wholly owned subsidiary of GrandVision N.V., which prepares group financial statements which incorporate this entity. Consequently, these financial statements present the financial position and financial performance of the company as a single entity.

#### **Reduced disclosures**

In accordance with FRS102, the company has taken advantage of the exemptions from the following disclosure requirements;

- Section 7 'Statement of Cash Flows' – Presentation of a Statement of Cash Flow and related notes and disclosures.
- Section 11 'Basic Financial Instruments' & Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument.
- Section 26 'Share-based Payments' – Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements.
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of GrandVision N.V., which incorporate the full consolidated statement of cash flows and details of share-based payments. The consolidated financial statements of GrandVision N.V. are available from The Base, Evert van de Beekstraat 1-80, Tower C, 6th floor, 118 CL Schiphol, The Netherlands.

# **Vision Express Limited**

## **Notes to the financial statements for the year ended 31 December 2017 (continued)**

### **1 Accounting policies (continued)**

#### **Going concern**

Despite having net current liabilities at the year end, the financial statements have been prepared on the going concern basis on the grounds that the directors of GrandVision N.V. have confirmed their continued support for at least 12 months following the date of approval of the financial statements.

The company meets its day-to-day working capital requirements through its bank facilities. The company 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. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future.

#### **Functional and presentational currencies**

The financial statements are presented in Euros which is also the functional currency of the company.

#### **Foreign currencies**

Transactions in currencies other than the functional currency (foreign currencies) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

#### **Other income**

Dividend income from investments in subsidiaries is recognised when the company's right to receive payments is established.

#### **Investments**

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

#### **Cash and cash equivalents**

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.



# **Vision Express Limited**

## **Notes to the financial statements for the year ended 31 December 2017 (continued)**

### **1 Accounting policies (continued)**

#### **Financial instruments**

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments. The company has taken advantage of exemptions from disclosure requirements in relation to these provisions. Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument, and are offset only when the company currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

#### **Financial assets**

##### **Bank overdrafts**

Bank overdrafts are presented within creditors: amounts falling due within one year.

#### **Financial liabilities and equity**

Financial instruments are classified as liabilities and equity instruments according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

##### **Equity instruments**

Financial instruments classified as equity instruments are recorded at the fair value of the cash or other resources received or receivable, net of direct costs of issuing the equity instruments.

##### **Borrowings**

Borrowings are initially recognised at the transaction price, including transaction costs, and subsequently measured at amortised cost using the effective interest method. Interest expense is recognised on the basis of the effective interest method and is included in interest payable and other similar charges.

#### **De-recognition of financial assets and liabilities**

A financial asset is de-recognised only when the contractual rights to cash flows expire or are settled, or substantially all the risks and rewards of ownership are transferred to another party, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party. A financial liability (or part thereof) is de-recognised when the obligation specified in the contract is discharged, cancelled or expires.

# **Vision Express Limited**

## **Notes to the financial statements for the year ended 31 December 2017 (continued)**

### **1 Accounting policies (continued)**

#### **Taxation**

Taxation expense comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current tax, including UK corporation tax and foreign tax, is the amount payable in respect of the taxable profit for the year or prior years. Taxable profit differs from total comprehensive income because it excludes items of income or expense that are taxable or deductible in other periods. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Current tax assets are recognised when tax paid exceeds the amount of tax payable.

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

Deferred tax assets are considered as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits or deferred tax liabilities in the foreseeable future against which to recover carried forward tax losses and from which the future reversal of 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 are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

#### **Dividends**

Dividends are recognised as liabilities once they are no longer at the discretion of the company.

### **2 Critical accounting estimates and judgements**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### *Critical accounting estimates and assumptions*

The company makes estimates and assumptions concerning the future. The resulting accounting estimates and assumptions will, by definition, seldom equal the related actual results. The directors do not consider there to be any estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### *Impairment of investments*

The company considers whether investments are impaired. Where an indication of impairment is identified the estimation of recoverable value requires estimation of the recoverable value of the cash generating units (CGUs). This requires estimation of the future cash flows from the CGUs and also selection of appropriate discount rates in order to calculate the net present value of those cash flows.

## Vision Express Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 3 Employees and directors

The company has no employees other than the directors (2016: none).

##### Directors' emoluments

Remuneration for directors of the company is borne by other group companies and no recharge was made for their services (2016: €nil).

Directors' emoluments are allocated on a time-spent basis to each company within the group. The aggregate amount of emoluments apportioned but not recharged in respect of services to the company and its subsidiaries was:

	2017	2016
	€'000	€'000
Directors' emoluments and annual performance related bonus	722	760
Long-term incentive scheme payments	561	954
Pension contributions	16	17
	1,299	1,731

Directors' emoluments were in respect of management services, and retirement benefits are accruing to one director under the money purchase scheme (2016: two).

Long-term incentive scheme payments relate to directors' entitlements to securities under the GrandVision N.V. Long Term Incentive Plan. There were two directors who exercised share options during the year (2016: one). There were two (2016: two) directors who were accruing benefits under the long-term incentive scheme during the year.

The emoluments of the highest paid director were €835,230 (2016: €1,250,439), including long-term incentive scheme payments of €367,527 (2016: €762,213). Pension contributions of €nil (2016: €nil) were paid on his behalf.

# Vision Express Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 4 Operating profit

This is stated after charging/(crediting):

	2017	2016
	€'000	€'000
Auditors' remuneration – audit	-	-
Administrative (income)/expenses	(310)	-

Auditors' remuneration of €1,000 (2016: €1,000), relating to audit services, has been borne by Vision Express (UK) Limited, another group company.

Administrative income of €310,000 (2016: €nil) has been received in the year as a gain on foreign exchange transactions.

### 5 Income from shares in group undertakings

	2017	2016
	€'000	€'000
Income from shares in group undertakings	11,906	28,580

### 6 Interest receivable and similar income

	2017	2016
	€'000	€'000
Bank interest	-	1

### 7 Interest payable and similar expenses

	2017	2016
	€'000	€'000
On bank loans and overdrafts	18	11
On amounts owed to group undertakings	901	1,126
	919	1,137

# Vision Express Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 8 Tax on profit

#### Analysis of tax during the year

	2017	2016
	€'000	€'000
<b>Current tax</b>		
Total current tax	-	-
Total tax on profit	-	-

#### Factors affecting the tax for the current year

The total tax charge for the year is lower (2016: lower) than the average rate of corporation tax in the UK of 19.25% (2016: 20.00%). The differences are explained below:

	2017	2016
	€'000	€'000
<b>Profit before taxation</b>	<b>11,297</b>	<b>27,444</b>
Profit before taxation multiplied by the standard rate of tax in the UK at 19.25% (2016: 20.00%)	2,175	5,489
Effects of:		
Dividend not taxable	(2,292)	(5,716)
Group relief surrendered for no consideration	117	227
Total tax charge for the year	-	-

The rate of corporation tax reduced from 20% to 19% on 1 April 2017. It was announced at the 2016 Budget that from 1 April 2020 the rate will further reduce to 17%. This change became substantively enacted on 6 September 2016, and so its effect is reflected in these financial statements.

# Vision Express Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 9 Investments

Investments represent the following:

	Investment in group undertakings
	€'000
<b>Cost</b>	
At 1 January 2017	133,100
Additions	61,488
<b>At 31 December 2017</b>	<b>194,588</b>
<b>Carrying amount</b>	
<b>At 31 December 2017</b>	<b>194,588</b>
At 31 December 2016	133,100

Additions in the year of £55,000,000 (€61,488,000) relate to the purchase of additional shares in Vision Express Group Limited.

In December 2017 the trade and assets of the Tesco Opticians chain were acquired by Vision Express (UK) Limited, an indirect subsidiary company, adding 209 trading locations to the store estate across the United Kingdom and the Republic of Ireland.

The funds required for this acquisition were made available by GrandVision Finance B.V. by way of a €61,200,000 increase in the existing loan to Vision Express Limited. On the same date, Vision Express Group Limited allotted and issued 55,000,000 'B' ordinary shares of £1 in the capital of the company at par for £55,000,000, subscribed for by Vision Express Limited. In addition, Vision Express (UK) Limited allotted and issued 5,500,000,000 ordinary shares of £0.01 in the capital of the company at par for £55,000,000, subscribed for by Vision Express Group Limited.

There are no other investments whose result or financial positions affect the figures in the company's financial statements.

The investment consists of shares in group undertakings.

The directors consider the value of investments to be supported by their underlying assets and value in use.

# Vision Express Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 9 Investments (continued)

A full list of subsidiary undertakings is below.

Investments at cost	Country of Incorporation	% of holding	Class of shares	% of holding	Class of shares	Principal activity
Abbeyfield V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Management company
Abbeyfield V.E. (Ireland) Limited*	Republic of Ireland	100%	Ordinary	-	-	Management company
Andover V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Ashbourne V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Ashby de la Zouch V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Banbury V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Bangor V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Barnet V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Barnstaple V.E. Limited	United Kingdom	20%	Ordinary A	100%	Ordinary B	Optical retailer
Beeston V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Berwick upon Tweed V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Bexley Heath V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Bicester V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Bishops Stortford V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Blackburn V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Boston V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Boston Town V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Bracknell V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Brentwood V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Burton upon Trent V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Bury St Edmunds V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Buxton V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Chesterfield V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Chiswick V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Clapham Common V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Crewe V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Doncaster V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Eastbourne V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Eastleigh V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Edgware V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Enfield V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Falkirk V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Fareham V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Farnham V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Gloucester V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Goring by Sea (Batemans) Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
GrandVision Tech Centre UK Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Optical services facility
Greenock V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Halifax V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Harborne V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Harlow V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Hemel Hempstead V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Hereford V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Hinckley V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Hitchin V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Hornchurch V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer

# Vision Express Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 9 Investments (continued)

Investments at cost	Country of Incorporation	% of holding	Class of shares	% of holding	Class of shares	Principal activity
Horsham V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Hounslow V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Huntingdon V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Kendal V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Kettering V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Non trading
Kettering Town V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Kidderminster V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Kings Lynn V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Kirkcaldy V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Leamington Spa V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Lewisham V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Lichfield V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Linkmel V.E. Limited	United Kingdom	100%	Ordinary	-	-	Dormant
Lisburn V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Livingston V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Llandudno V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Loughborough V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Loughton V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Lowestoft V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Luton V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Macclesfield V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Maidenhead V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Mansfield V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Market Harborough V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Morpeth Town V.E. Limited (formerly Newark V.E. Limited)	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Newbury V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Newton Abbey V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Newton Abbott V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Northwich V.E. Limited	United Kingdom	50%	Ordinary A	100%	Ordinary B	Optical retailer
Nuneaton V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Perth V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Petersfield V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Rayleigh V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Reigate V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Rochdale V.E. Limited	United Kingdom	50%	Ordinary A	100%	Ordinary B	Optical retailer
Rotherham V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Rugby V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Ruislip V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Salisbury V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Scunthorpe V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Shrewsbury V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Southport V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Optical retailer
Spalding V.E. Limited	United Kingdom	20%	Ordinary A	100%	Ordinary B	Optical retailer
St Helens V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Stafford V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Stamford V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Stevenage V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Stirling V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Stockton V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Stratford Upon Avon Optical Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer



# Vision Express Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 9 Investments (continued)

Investments at cost	Country of Incorporation	% of holding	Class of shares	% of holding	Class of shares	Principal activity
Sutton Coldfield V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Swiss Cottage V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Tamworth V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Taunton V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Torquay V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Truro V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
V S Optics Limited	United Kingdom	100%	Ordinary	-	-	Dormant
Vision Express (CLS) Limited	United Kingdom	100%	Ordinary	-	-	Contact lens supplier
Vision Express (UK) Limited	United Kingdom	100%	Ordinary	100%	Deferred	Optical retailer
Vision Express Group Limited	United Kingdom	100%	Preference	-	-	
Vision Express Ireland Limited*	Republic of Ireland	100%	Ordinary A	100%	Ordinary B	Management company
Vision Express Joint Ventures Limited	United Kingdom	100%	Ordinary A	-	-	Optical retailer
Vision Express Optometric Services Limited	United Kingdom	100%	Ordinary	-	-	Intergroup financing
Welwyn Garden City V.E. Limited	United Kingdom	100%	Ordinary A	-	-	Non trading
West Bridgford V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Optical retailer
Westwood Cross V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Weymouth V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Widnes V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Wilmslow V.E. Limited	United Kingdom	50%	Ordinary A	100%	Ordinary B	Optical retailer
Winchester V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Optical retailer
Woking (Batmans) Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Non trading
Woking V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Wood Green V.E. Limited	United Kingdom	100%	Ordinary A	100%	Ordinary B	Optical retailer
Worthing V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer
Yeovil V.E. Limited	United Kingdom	-	Ordinary A	100%	Ordinary B	Optical retailer

All subsidiaries are registered at the following address: Mere Way, Ruddington Fields Business Park, Ruddington, Nottingham, NG11 6NZ, except for the two subsidiaries marked with an asterisk (\*) which are registered at: Unit 204, The Square, Tallaght, Dublin, Dublin 24, Ireland.

No shares in Vision Express Limited are held by or on behalf of any of these entities.

Within all of these investments (known as 'investee undertakings') which have both 'A' and 'B' ordinary shares (except Vision Express Group Limited):

Both the 'A' and 'B' ordinary shares have voting rights. The 'B' ordinary shares entitle the holders to appoint 'B' directors, including the chairman. The 'B' ordinary shares do not entitle the holders to receive a dividend, with the exception of Andover V.E. Limited, Ashby de la Zouch V.E. Limited, Halifax V.E. Limited, Hitchin V.E. Limited, and Morpeth Town V.E. Limited, whereby the 'B' ordinary shares entitle the holders to receive a percentage of any dividends. On a winding up the 'A' and 'B' ordinary shares rank pari passu.

For Vision Express Group Limited, in the event of a winding up the 'A' ordinary shareholders have priority over the 'B' ordinary shareholders and will be entitled to receive amounts equal to their issue price, otherwise the 'A' ordinary shares rank pari passu with the 'B' ordinary shares.

## Vision Express Limited

### Notes to the financial statements for the year ended 31 December 2017 (continued)

#### 10 Creditors: amounts falling due within one year

	2017	2016
	€'000	€'000
Amounts owed to group undertakings	1,398	86
Accruals and deferred income	15	-
	1,413	86

Amounts owed to group undertakings of €1,398,000 (2016: €86,000) are non-interest bearing, unsecured, and repayable on demand.

#### 11 Creditors: amounts falling due after more than one year

	2017	2016
	€'000	€'000
Amounts owed to group undertakings	138,824	78,117

The company has an unsecured loan of €138,824,000 (2016: €78,117,000) which is interest-bearing at the average cost of borrowing as determined by the lender GrandVision Finance B.V., currently 1.04%. This loan is over a fixed term of 5 years and is due for repayment in 2019.

The increase in the loan in the year relates to the Vision Express purchase of the Tesco Opticians chain of stores (note 9).

# Vision Express Limited

## Notes to the financial statements for the year ended 31 December 2017 (continued)

### 12 Called up share capital and reserves

	2017	2016
	€	€
<b>Allotted, called up and fully paid</b>		
2 (2016: 2) ordinary shares of €1.23 each	2	2
	2	2

#### *Ordinary share rights*

The company's ordinary shares, which carry no right to fixed income, each carry the right to one vote at general meetings of the company.

#### **Reserves**

Reserves of the company represent the following:

#### *Share premium account*

Consideration received for shares issued above their nominal value net of transaction costs.

#### *(Accumulated losses)/retained earnings*

Cumulative profit and loss net of distributions to owners.

### 13 Dividends

	2017	2016
	€'000	€'000
Dividends paid on ordinary shares of €5,934,000.00 per share (2016: €12,319,170.97 per share)	11,868	24,638

## **Vision Express Limited**

### **Notes to the financial statements for the year ended 31 December 2017 (continued)**

#### **14 Ultimate parent and controlling company**

The company is a subsidiary of GrandVision N.V., a company registered in The Netherlands.

The ultimate parent undertaking and controlling company is HAL Trust, a trust under Bermuda Law.

The largest group in which results of the company are consolidated is that headed by HAL Trust whose financial statements are available to the public from Millennium Tower, Weena 696, 3012, CN Rotterdam, The Netherlands.

The smallest group in which results of the company are consolidated is that headed by GrandVision N.V., whose financial statements are available to the public from The Base, Evert van de Beekstraat 1-80, Tower C, 6th floor, 118 CL Schiphol, The Netherlands.