

OS AA01

Statement of details of parent law and other information for an overseas company



Companies House

10288970

☒ **What this form is for**
You may use this form to
accompany your accounts
disclosed under parent law.

☐ **What this form is NOT for**
You cannot use this form for
an alteration of manner
with accounting requirements.

WEDNESDAY



LD3 *L6HTWYN4* 25/10/2017 #53
COMPANIES HOUSE

Part 1 Corporate company name

Corporate name of overseas company ¹	GAP (NETHERLANDS) B.V.									
UK establishment number	B	R	0	0	6	7	8	1		

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

¹ This is the name of the company in its home state.

Part 2 Statement of details of parent law and other information for an overseas company

A1 Legislation

Please give the legislation under which the accounts have been prepared and, if applicable, the legislation under which the accounts have been audited.		² This means the relevant rules or legislation which regulates the preparation and, if applicable, the audit of accounts.
Legislation ²	THE NETHERLANDS CIVIL CODE	

A2 Accounting principles

Accounts	<p>Have the accounts been prepared in accordance with a set of generally accepted accounting principles?</p> <p>Please tick the appropriate box.</p> <p><input type="checkbox"/> No. Go to Section A3.</p> <p><input checked="" type="checkbox"/> Yes. Please enter the name of the organisation or other body which issued those principles below, and then go to Section A3.</p>	³ Please insert the name of the appropriate accounting organisation or body.
Name of organisation or body ³	DUTCH ACCOUNTING STANDARDS BOARD	

A3 Accounts

Accounts	<p>Have the accounts been audited? Please tick the appropriate box.</p> <p><input checked="" type="checkbox"/> No. Go to Section A5.</p> <p><input type="checkbox"/> Yes. Go to Section A4.</p>	
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OS AA01

Statement of details of parent law and other information for an overseas company

A4

Audited accounts

Audited accounts

Have the accounts been audited in accordance with a set of generally accepted auditing standards?

Please tick the appropriate box.

☐ No. Go to **Part 3 'Signature'**.

☐ Yes. Please enter the name of the organisation or other body which issued those standards below, and then go to **Part 3 'Signature'**.

❶ Please insert the name of the appropriate accounting organisation or body.

Name of organisation or body ❶

A5

Unaudited accounts

Unaudited accounts

Is the company required to have its accounts audited?

Please tick the appropriate box.

☒ No.

☐ Yes.

Part 3

Signature

I am signing this form on behalf of the overseas company.

Signature

Signature

X

For and on behalf of
TMF CORPORATE ADMINISTRATION
SERVICES LIMITED

P. G. Smith

X

This form may be signed by:
Director, Secretary, Permanent representative.

OS AA01

Statement of details of parent law and other information for an overseas company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

TMF CORPORATE

ADMINISTRATION SERVICES LIMITED

Address

5TH FLOOR

6 ST ANDREW STREET

Post town

LONDON

County/Region

Postcode

E C 4 A 3 A E

Country

DX

Telephone

020 7832 8916



Checklist

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Please make sure you have remembered the following:

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register.
- ☐ You have completed all sections of the form, if appropriate.
- ☐ You have signed the form.



Important information

Please note that all this information will appear on the public record.



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139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

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Registered in Netherlands No. 33.271.584

Gap (Netherlands) B.V.

Annual Report

Year ended 28 January 2017



LD3

COMPANIES HOUSE

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Directors' Report

The directors present the annual report including the financial statements for the year ended 28 January 2017. Comparative figures are for the period ended 30 January 2016.

ACTIVITIES

Gap (Netherlands) B.V. ("the Company") has a trademark licence agreement with Gap (ITM) Inc. and is entitled to sell Gap brand merchandise in the UK, France, Germany and the Netherlands. The Company's principal activity is the utilisation of Gap brand rights in the UK and French markets.

The Company is ultimately wholly-owned by The Gap, Inc. and was incorporated on 26 June 1995.

REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS

At the operating margin level, the Company made a loss of £1.3m (2016: profit of £0.2m). This is in line with the expected intercompany royalty fees charged to GPS (Great Britain) Limited and Gap (France) SAS on Gap brand retail sales in the UK and France respectively.

With respect to the solvency of the Company a £30.3m (2016: £28.5m) shareholder's deficit is noted. The assets are financed through the current payable position from related parties.

Effective 30 July 2017, the Company ceased trading and transferred all assets and liabilities to Gap (UK Holdings) Limited as part of a UK group re-organisation. Procedures were started to liquidate the company in September 2017.

PERSONNEL

There are no employees of the Company as of 28 January 2017 (2016: nil).

DIVIDENDS

The directors do not recommend the payment of a dividend (2016: £nil).

GOING CONCERN

The directors have ascertained that The Gap, Inc. intends and has the ability to continue its financial support to the Company (either directly or through another Gap company) for a period of 12 months from signing the statutory accounts, or group re-organisations under Gap UK (Holdings) Ltd (GUKH). As at 28 January 2017, the ultimate parent company, The Gap, Inc., had \$1.8billion in cash and cash equivalents. Additionally, the Company has no third party debt. The directors believe the group is well placed to manage business risks successfully despite the current uncertain economic outlook and will continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

RESEARCH AND DEVELOPMENT

The Company does not engage in research and development.

FACTORS WITH SIGNIFICANT EFFECT ON SALES AND LIQUIDITY

The Company does not anticipate any significant change in liquidity.

FINANCING

The Company is mainly financed through group companies and shareholders' equity. Effective 4 February 2007, a Revolving Note Agreement was also executed between GPS (Great Britain) Limited as the lender and Gap (Netherlands) B.V. as the borrower, in respect of an aggregate principal amount not to exceed £75,000,000. At 28 January 2017, £29,362,578 (2016: £28,957,612) was drawn down by Gap (Netherlands) B.V. The interest rate is adjusted monthly based on the corresponding 1 month LIBOR plus 100bps.

PRINCIPAL RISKS AND UNCERTAINTIES

BUSINESS RISKS:

The Company's business is sensitive to a number of factors that influence the levels of consumer spending, including political and economic conditions such as recessionary environments, the levels of disposable consumer income, consumer debt, interest rates and consumer confidence. As the Company's sales depends upon the license income which is determined based on the consumer spending on apparel in the UK and France declines in consumer spending on apparel in the UK and France could have a material adverse effect on the Company's operating results.

As this risk is the primary business risk of a retailer doing business, the risk appetite towards this is moderate. The principal risk facing the related party retailers that pay royalties to the Company is the ability to gauge the fashion tastes of customers and to provide merchandise that satisfies customer demand in a timely manner. The Gap, Inc. group will continue to improve its core business by creating the right product and store experience, retaining and developing the best talent in the industry, and examining the organisational structure to ensure that it effectively supports the business and meets customer needs. Opportunities will continue to be sought to maximise profitability and market share in the European casual apparel market.

COMPLIANCE RISK

The main flow of transactions of the Company are with related parties. Either royalty fees on consumer spending on apparel in the UK and France, or the marketing allocation from The Gap, Inc. and the merchandiser cost charges from Gap (UK Holdings) Ltd as management charges. These charges are based on management best estimate of the arm's length principle for the remuneration of these sales of goods and services provided. There is a risk that tax authorities do not fully agree to the estimates made, which could have a material effect on each flow of transaction of the Company.

The risk appetite towards this risk is low and as response the Company documents its related party transactions, its profile and the remuneration model to support the amounts recorded and settled within the group. The exposure of the risk within the group is further reduced as some transactions are with parties within the same tax jurisdiction. Furthermore the group risk is limited to the tax rate differential.

FINANCIAL RISK MANAGEMENT

The Gap, Inc.'s Treasury Department seeks to reduce financial risk, to ensure sufficient liquidity is available to meet foreseeable needs and to establish policies to ensure cash assets are invested safely. It operates within policies and procedures approved by The Gap, Inc. Board, which include strict controls on the use of financial instruments in managing the Company's risk. The Company does not undertake any trading activity in financial instruments for speculative purposes.

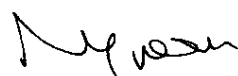
Exchange rate risk

The Company's activities expose it to exchange rate risk as royalties received from Gap France are denominated in Euros (EUR) and intercompany charges from Gap Inc. are denominated in US Dollars. The Company's risk management policy is to use forward contracts to hedge its market risk exposure associated with foreign currency exchange rate fluctuations.

Liquidity risk

The Company's activities expose it to liquidity risk. In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Company uses short term inter-company financing and equity injections which are made available from group companies.

Approved by the directors:



N. Groom

Director

Date: 29 September 2017

Registered in Netherlands No. 33.271.584

Balance sheet

At 28 January 2017

(After proposed appropriation of net result)

	Note	28/01/2017 GBP	30/01/2016 GBP
Current assets:			
Group companies		2,261,928	4,186,453
Group relief receivable		513,730	83,199
Deferred tax asset		-	1,275
Prepayments and accrued income		5,366	4,980
Purchased derivatives		50,308	219,102
		<u>2,831,332</u>	<u>4,495,009</u>
Cash	5(a)	<u>66,454</u>	<u>95,281</u>
Total current assets		2,897,786	4,590,290
Current liabilities:			
Trade creditors		-	(416)
Group companies	5(g)	(32,935,713)	(33,096,475)
Purchased derivatives		(43,014)	(12,171)
Accrued liabilities		(187,022)	(25,423)
		<u>(33,165,749)</u>	<u>(33,134,485)</u>
Current assets less current liabilities		(30,267,963)	(28,544,195)
Net liabilities		(30,267,963)	(28,544,195)
Shareholders' deficit			
Share capital issued	5(c)	32,812	29,286
Share premium	5(c)	240,334,997	240,334,997
Currency translation adjustment on share capital	5(d)	(4,013)	(487)
Accumulated deficit		(270,631,759)	(268,907,991)
Total shareholders' deficit	5(b)	(30,267,963)	(28,544,195)

Registered in Netherlands No. 33.271.584

Profit and loss account

For the year ended 28 January 2017

	Note	2017 GBP	2017 GBP	2016 GBP	2016 GBP
Net sales	5(f)		13,191,059		14,253,139
Cost of sales			<u>(1,648,882)</u>		<u>(1,843,871)</u>
Gross margin			11,542,177		12,409,268
Selling, general and administrative expenses					
General and administrative expenses		<u>(12,817,119)</u>	<u>(12,817,119)</u>	<u>(12,194,015)</u>	<u>(12,194,015)</u>
Operating profit/(loss)			(1,274,942)		215,253
Financial income/(expense)					
Interest income		265		27,603	
Interest expense		-		(29)	
Interest expense paid to group companies	5(g)	(404,965)		(443,843)	
Foreign exchange results		<u>(473,382)</u>		<u>3,608</u>	
			(878,082)		(412,661)
Net (loss) for the financial year before tax			<u>(2,153,024)</u>		<u>(197,408)</u>
Taxation	5(h)		429,256		83,462
Net (loss) for the financial year after tax			<u><u>(1,723,768)</u></u>		<u><u>(113,946)</u></u>

Notes to the accounts

1 General

Gap (Netherlands) B.V. ("the Company"), is incorporated with limited liability, having its statutory seat in Amsterdam, the Netherlands and its offices in London, United Kingdom. As at 28 January 2017, the Company was a 100% subsidiary of Gap (UK Holdings) Limited, a company incorporated in the UK. The ultimate parent company is The Gap, Inc., a company incorporated in Delaware, United States of America. The accounts of the Company are included in the consolidated financial statements of The Gap, Inc.

The Gap, Inc. and its subsidiaries are international speciality retailers who operate stores selling casual apparel, shoes and other accessories for men, women and children under a variety of brand names.

The Company receives royalties on Gap retail sales in the UK and in France and the Company has a trademark licence agreement with Gap (ITM) Inc., a wholly-owned subsidiary of The Gap, Inc.

The Company was incorporated in the Netherlands on 26 June 1995 and commenced trading on 2 June 1996.

The accounts of the Company are prepared according to the stipulations in chapter 9 Book 2 of the Netherlands Civil Code and presented in sterling in order to give a more meaningful insight into the Company's operations.

The directors have taken advantage of the exemption in Dutch Accounting Standard RJ360.104 and have not prepared a cash flow statement. The ultimate parent company The Gap, Inc. prepares a consolidated cash flow statement which is included in the consolidated annual report of The Gap, Inc. The annual report of Gap Inc. is available at their website.

The directors have ascertained that The Gap, Inc. intends and has the ability to continue its financial support to the Company (either directly or through another Gap company) for a period of 12 months from signing the statutory accounts. Accordingly the financial statements have been prepared on the going concern basis.

2 Accounting principles

(a) General

Assets and liabilities are shown at the amounts for which they were acquired or incurred, unless stated otherwise. Income and expenses are accounted for on an accrual basis. Income is only recognised when realised. Losses and risks originating before the end of the financial year are taken into account if they have become known before preparation of the accounts.

(b) Transactions with related parties

In the ordinary course of business the Company enters into transactions with related parties. All transactions have been carried out at arm's length basis. The statutory directors did not receive remuneration for their services delivered to the Company.

(c) Foreign currencies

Assets and liabilities denominated in foreign currencies are translated into sterling, the functional and reporting currency, at the exchange rate ruling on the balance sheet date. Foreign currency transactions have been reflected in sterling at the exchange rates in effect at the time of the transactions: resulting foreign currency gains and losses are shown separately in the profit and loss account.

(d) Share capital

Issued and paid-up share capital, which is denominated in EUR, is translated into sterling at the exchange rate ruling on the balance sheet date; resulting exchange gains and losses are included in the currency translation adjustment as part of shareholders' equity.

(e) Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities are classified according to the substance of the contractual arrangements entered into.

Notes (continued)

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction.

Financial assets and liabilities are only offset in the balance sheet when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

(i) Derivative financial instruments

The Company uses derivative financial instruments to reduce exposure to foreign exchange risk and interest rate movements. The Company does not hold or issue derivative financial instruments for speculative purposes and the Company does not apply hedge accounting.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised as profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

Note 5(l), sets out details of the fair values of the derivative instruments used for economical hedging purposes.

(ii) Fair value measurement

The fair value of derivative financial instruments is determined using pricing models based on current market rates.

3 Principles for valuation of assets and liabilities

(a) Receivables and liabilities

Receivables will mature within one year from the balance sheet date. Assets and liabilities denominated in foreign currencies are translated into sterling, the functional and reporting currency at the exchange rate ruling on the balance sheet date. Foreign currency transactions have been reflected in sterling at the exchange rates in effect at the time of the transactions: resulting foreign currency gains and losses are shown separately in the profit and loss account.

4 Principles for determination of financial results

(a) Net sales

The net sales and cost of sales represent royalties recognized on an accrual basis in accordance with the substance of the relevant agreement (provided that it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably).

Notes (continued)

4 Principles for determination of financial results (continued)

(b) Corporate income tax

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. The current tax rate is the tax rate of the United Kingdom because the Company is a tax resident of the United Kingdom and not of the Netherlands.

Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date at rates expected to apply when they crystallise based on current taxes and law. Timing differences arise from the inclusion of items of income and expenditure in tax computations different from the way they are included in financial statements. Deferred tax assets and liabilities are not discounted.

5 Notes to specific items of the balance sheet and profit and loss account

(a) Cash

Cash represents cash and bank balances. There are no restrictions on cash and bank balances. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is reported as an exchange gain or loss in the income statement.

(b) Shareholders' deficit

Movement in shareholder's deficit is as follows:

	Share capital issued	Share premium	Accumulated deficit	Cumulative translation adjustment	Total
	GBP	GBP	GBP	GBP	GBP
Balance as at 31 January 2015	28,845	240,334,997	(268,794,045)	(46)	(28,430,249)
Translation adjustment	441	-	-	(441)	-
Net loss for the year	-	-	(113,946)	-	(113,946)
Balance as at 30 January 2016	29,286	240,334,997	(268,907,991)	(487)	(28,544,195)
Translation adjustment	3,526	-	-	(3,526)	-
Net loss for the year	-	-	(1,723,768)	-	(1,723,768)
Balance as at 28 January 2017	32,812	240,334,997	(270,631,759)	(4,013)	(30,367,963)

(c) Share capital

Authorised share capital amounts to EUR 192,500 and is divided into 1,000 Class A common shares and 925 Class B common shares with a nominal value of EUR 100 each. The paid-up Class A share capital amounts to EUR 20,000 and the paid up Class B share capital amounts to EUR 18,500.

	Share premium Class A	Share premium Class B
	GBP	GBP
Balance as at 30 January 2016	65,000,000	175,334,997
Balance as at 28 January 2017	65,000,000	175,334,997

Notes (continued)

5 Notes to specific items of the balance sheet and profit and loss account (continued)

(c) Share capital

	Authorised Share capital (A and B)	Issued Class A	Issued Class B
	No.	No.	No.
Balance as at 30 January 2016	1,925	200	185
Balance as at 28 January 2017	1,925	200	185

Share capital is translated into sterling at the 28 January 2017 exchange rate of EUR 1: GBP 0.8522 (2016: EUR 1: GBP 0.7606).

(d) Currency translation adjustment

The currency translation adjustment records exchange differences arising from the translation of share capital denominated in Euros into sterling.

(e) Financial risk management

The Gap, Inc.'s Treasury Department seeks to reduce financial risk, to ensure sufficient liquidity is available to meet foreseeable needs and to establish policies to ensure cash assets are invested safely. It operates within policies and procedures approved by The Gap, Inc. Board, which include strict controls on the use of financial instruments in managing the Company's risk. The Company does not undertake any trading activity in financial instruments for speculative purposes.

(f) Net sales

Net sales in the current year represents Gap brand royalty fees paid by GPS (Great Britain) Limited and Gap (France) SAS. The royalty licence fee is 4% of sales in the current year (2016: 4%).

(g) Payables to group companies

	2017 GBP	2016 GBP
Revolving Note Agreement, including interest	(29,362,578)	(28,957,612)
Other current accounts with related parties	(3,573,135)	(4,138,863)
Total amount payable to group companies	(32,935,713)	(33,096,475)

Effective 4 February 2007, a Revolving Note Agreement was executed between GPS (Great Britain) Limited as the lender and Gap (Netherlands) B.V. as the borrower in respect of an aggregate principal amount not to exceed £75,000,000. At 28 January 2017 £29,362,578 (2016: £28,957,612) was drawn down and is included within amounts owed to group companies. The interest rate is adjusted monthly based on the corresponding 1 month LIBOR plus 100bps. The Revolving Note is renewed annually and is repayable within 1 year.

Notes (continued)

5 Notes to specific items of the balance sheet and profit and loss account (continued)

(h) (i) Tax on profit/(loss) on ordinary activities

	2017	2016
	GBP	GBP
<i>Current tax</i>		
UK corporation tax credit for the period	430,531	83,199
Adjustments in respect of previous periods	-	78
	<u>430,531</u>	<u>83,277</u>
<i>Deferred tax</i>		
Origination and reversal of timing differences	(1,415)	328
Changes in tax rates	140	(143)
	<u>429,256</u>	<u>83,462</u>
Tax credit on loss on ordinary activities	<u>429,256</u>	<u>83,462</u>

(ii) Factors affecting the tax credit for the current period

	2017	2016
	GBP	GBP
Current tax reconciliation		
Profit/(loss) on ordinary activities before tax	(2,153,024)	(197,408)
Current tax at 20% (2016: 20.16%)	430,605	39,800
Effects of:		
Expenses not deductible for tax purposes	(73)	-
Adjustments in respect of prior periods	(1)	78
Income not taxable for tax purposes	-	96
Differences between capital allowances and depreciation	-	(328)
Brought forward losses (unrealised)/realised	(1,275)	43,630
Rounding	-	1
Total current tax credit	<u>429,256</u>	<u>83,277</u>

The Finance Act 2015 included legislation to reduce the main rate of corporation tax from 20% to 19% with effect from 1 April 2017 and to 17% from 1 April 2020. The deferred tax balances at 28 January 2017 have been re-measured accordingly.

5 Notes to specific items of the balance sheet and profit and loss account (continued)

(i) Transactions with The Gap, Inc. and subsidiaries

The profit and loss account includes the following arm's length transactions with The Gap, Inc. and subsidiaries:

	2017 GBP	2016 GBP
Net sales		
Royalty fees from GPS (Great Britain) Ltd & Gap (France) SAS	(13,191,059)	(14,253,139)
	<u>(13,191,059)</u>	<u>(14,253,139)</u>
 Cost of sales		
Long term intangible charge	1,648,882	1,843,871
	<u>1,648,882</u>	<u>1,843,871</u>
 Operating expenses		
The Gap, Inc. management fee & marketing allocation	10,484,378	9,813,480
Gap (UK Holdings) Limited Gap merchandiser cost charges	1,135,265	1,448,381
	<u>11,619,643</u>	<u>11,261,861</u>

The marketing allocation from The Gap, Inc. and the merchandiser cost charges from Gap (UK Holdings) Ltd are considered to be management charges and have been classified in general and administrative expenses in the profit and loss account.

On 31 January 1999, the Company entered into a Cost Sharing Agreement and a Marketing Intangibles Licence Agreement with The Gap, Inc. and Gap (ITM) Inc. to obtain certain rights to use and commercially utilise the marks and marketing intellectual property in connection with the sale of Gap brand products and the provision of Gap brand services in specified territories in Europe. The agreements require the Company to make payments for these rights over the term of the agreements based on a predetermined formula. Expenses relating to these agreements are reflected in the above mentioned inter-company transactions.

(j) Payroll expenses and employees

The Company did not employ any employees during the current and prior year. The directors did not receive any remuneration in respect of services to the Company during the current and prior year. Reference is made to paragraph "Transactions with related parties."

5 Notes to specific items of the balance sheet and profit and loss account (continued)

(I) *Derivative Financial Instruments*

Forward foreign currency contracts

The following table details the forward foreign currency contracts outstanding as at the year end:

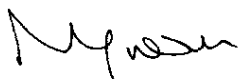
Outstanding contracts	Average contractual exchange rate		Notional value		Fair value gain/(loss)	
	2017	2016	2017	2016	2017	2016
	[rate]	[rate]	£'000	£'000	£'000	£'000
EUR – less than 1 year	-	0.7483	-	674	-	(12)
USD - less than 1 year	1.2364	1.4827	132	4,414	7	219
			132	5,088	7	207

The Company has entered into contracts to receive royalty income in Euro and pay for cost share costs in US Dollars. The Company has entered into forward foreign currency contracts to hedge the exchange rate risk arising from these anticipated future transactions. The hedged cash flows are expected to occur and to affect profit or loss within the next 12 months.

Unrealized gains from the outstanding derivatives of £7,000 (2016: £207,000) were recognised in the profit and loss account. Realized gains from derivatives settled during the year amount to £202,000 (2016: realised losses £171,000).

6 **Signing of the accounts**

The Board of Management:



Nicola Groom

Date: 29 September 2017



Lisa Mertens

Date: 29 September 2017



Edward Gardiner

Date: 29 September 2017

Other information

(1) Appropriation of result for the financial year 2015/2016

According to Article 14 of the Articles of Association, the net result is at the disposal of the General Meeting of Shareholders with due observance of any possible obligation to maintain statutory reserves. The result of prior year has been allocated to accumulated deficit following a decision by the General Meeting of Shareholders.

(2) Proposed appropriation of result for the financial year 2016/2017

Management proposes to add the net loss for the period to the accumulated deficit. The proposal of the appropriation of the net result has been reflected in these financial statements.

(3) Audit

As a result of the application of Article 396 of the Dutch Civil Code, Book 2, Title 9, the Company meets the criteria applicable to a small company, in consequence whereof an audit by a Certified Public Accountant is not required and hence an audit has not been conducted.

(4) Post balance sheet events

Other than the event below, there are no other events that have occurred since 28 January 2017 which would make the present financial position substantially different from that shown by the balance sheet at that date or would require adjustment to or disclosure in these financial statements.

Effective 30 July 2017, the Company ceased trading and transferred all assets and liabilities to Gap (UK Holdings) Limited as part of a UK group re-organisation. Procedures were started to liquidate the company in September 2017.

(5) Branch

The Company is registered in the United Kingdom as a branch.