

**Olivers (U.K.) Limited**

Directors' report and accounts  
29 December 2012

Registered Number SC60973

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## Directors' report

The directors present their report and accounts for the year ended 29 December 2012.

### Principal activity and business review

The company did not trade during the year.

### Proposed dividend

The directors can not recommend the payment of a dividend.

### Directors and their interests

The directors who held office during the year were as follows:

RJ Hutton  
JD Jowett

The company's Articles of Association do not require the directors to retire by rotation.

None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the company.

According to the register of directors' interests, no rights to subscribe for the shares in or debentures of the company were granted to any of the directors or their immediate families, or exercised by them, during the financial year.

RJ Hutton is a director of Greggs plc and his interests in the shares of that company are disclosed in its accounts. The interests of the other director in the shares of Greggs plc are as follows:


	Ordinary shares of 2p (Trustee holding with no beneficial interest)	
	2012 No	2011 No
JD Jowett	946,018	1,929,034

This holding arises as the director is also a trustee of the Greggs plc Employee Benefit Trust.

RJ Hutton is a director of Greggs plc and details of the options he holds in the shares of that company are disclosed in its accounts. The other director holds options in the shares of Greggs plc as follows:

	Number of options at 1 January 2012	Options granted during the year	Number of options at 29 December 2012
	No	No	No
JD Jowett	36,103	17,968	54,071

By order of the board

  
Jonathan D Jowett  
Company Secretary

Clydesmill Bakery  
75 Westburn Drive  
Clydesmill Estate  
Cambuslang  
Glasgow  
G72 7NA  
20 March 2013

## Profit and loss account

During the financial year and the preceding financial year the company did not trade and received no income and incurred no expenditure. Consequently during those periods the company made neither a profit nor a loss.

## Balance sheet

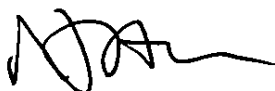
31 December 2011

	Note	2012 £	2011 £
<b>Current assets</b>			
Debtors	3	950,501	950,501
<b>Net assets</b>		<u>950,501</u>	<u>950,501</u>
<b>Capital and reserves</b>			
Called up share capital	4	3,801,131	3,801,131
Share premium account	5	139,369	139,369
Profit and loss account	5	(2,989,999)	(2,989,999)
<b>Shareholders' funds</b>		<u>950,501</u>	<u>950,501</u>

The directors:

- (a) confirm that the company was entitled to exemption, under subsections (1) and (2) of section 480 of the Companies Act 2006 relating to dormant companies, from the requirement to have its accounts for the financial year end 29 December 2012 audited;
- (b) confirm that members have not required the company to obtain an audit of its accounts for the financial year in accordance with section 476 of the Companies Act 2006; and
- (c) acknowledge their responsibilities for:
  - (i) ensuring the company keeps accounting records which comply with section 386 of the Companies Act 2006; and
  - (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its surplus or deficit for the financial year in accordance with the requirements of sections 393 and 394 of the Companies Act 2006, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

These accounts were approved by the board of directors on 20 March 2013 and were signed on its behalf by:



**RJ Hutton**  
Director

## Notes

*(forming part of the accounts)*

### 1 Accounting policies

The accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's accounts.

#### *Basis of preparation*

The accounts have been prepared in accordance with applicable accounting standards, and under the historical cost accounting rules.

The company is exempt by virtue of section 228 of the Companies Act 1985 from the requirements to prepare group accounts. These accounts present information about the company as an individual entity and not about its group.

As 100% of the company's voting rights are controlled within the group headed by Greggs plc, the company has taken advantage of the exemption contained within Financial Reporting Standard 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated accounts of Greggs plc, within which the company is included, can be obtained from the address given in note 6.

Under Financial Reporting Standard 1, the company is exempt from the requirement to prepare a cashflow statement on the grounds that the parent undertaking includes the company in its own published consolidated accounts.

#### *Classification of financial instruments issued by the company*

Following the adoption of FRS 25, financial instruments issued by the company are treated as equity (i.e. forming part of shareholders' funds) only to the extent that they meet the following two conditions:

- a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets and liabilities with another party under conditions that are potentially unfavourable to the company; and
- b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these accounts for called up share capital and share premium account exclude amounts in relation to those shares.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance payments associated with financial instruments that are classified as part of shareholders' funds (see dividends policy) are dealt with as appropriations in the reconciliation of movements in shareholders' funds.

#### *Dividends on shares presented within shareholders' funds*

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the accounts.

## Notes (continued)

### 2 Investments

	2012 £	2011 £
Shares in subsidiary undertaking		
Cost	100	100
Amount provided	(100)	(100)
	<hr/>	<hr/>
	-	-
	<hr/>	<hr/>

The company's subsidiary undertaking, which is wholly owned, is Olivers (U.K.) Development Limited, which is incorporated in Scotland.

### 3 Debtors

	2012 £	2011 £
Amounts owed to group undertakings	950,501	950,501
	<hr/>	<hr/>

### 4 Called up share capital

	2012 £	2011 £
<i>Authorised</i>		
379,937,500 ordinary shares of 1p each	3,799,375	3,799,375
50,625 deferred shares of £1 each	50,625	50,625
	<hr/>	<hr/>
	3,850,000	3,850,000
	<hr/>	<hr/>
<i>Allotted, called up and fully paid</i>		
375,050,625 ordinary shares of 1p each	3,750,506	3,750,506
50,625 deferred shares of £1 each	50,625	50,625
	<hr/>	<hr/>
	3,801,131	3,801,131
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Deferred shares carry no voting rights and no rights to capital on winding up. Their rights to dividend rank after those of ordinary shares. Based upon the commercial effect of these terms the deferred shares have been classed as equity shares.

**Notes (continued)**

**5 Share premium and reserves**

	Share premium account £	Profit and loss account £
At beginning and end of the year	139,369	(2,989,999)

**6 Ultimate parent company and parent undertaking of larger group of which the company is a member**

The company's ultimate parent company is Greggs plc, a company registered in England and Wales. Greggs plc is the company's ultimate controlling party. The only group in which the results of the company are consolidated is that headed by Greggs plc.

The consolidated accounts of Greggs plc are available to the public and may be obtained from Fernwood House, Clayton Road, Jesmond, Newcastle upon Tyne, NE2 1TL.