

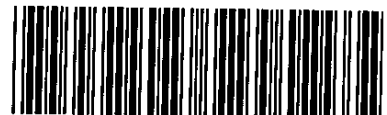
Registration number: 02230141

Halifax Specsavers Limited

Report and Unaudited Financial Statements (Filleled Accounts)

for the Period from 1 September 2017 to 28 February 2018

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Halifax Specsavers Limited
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Halifax Specsavers Limited

Company Information

Directors	Specsavers Optical Group Limited Mary Lesley Perkins Douglas John David Perkins Dusan Opacic Philip Arthur Garbe Stephen James Cheshire
Company secretary	Specsavers Optical Group Limited
Registered office	3-5 Square Woolshop Shopping Centre Halifax West Yorkshire United Kingdom HX1 1RJ
Registration number	02230141

Halifax Specsavers Limited
(Registration number: 02230141)
Balance Sheet as at 28 February 2018

	Note	28 February 2018 £	31 August 2017 £
Fixed assets			
Tangible assets	4	75,251	101,642
Investments	5	150	150
		<u>75,401</u>	<u>101,792</u>
Current assets			
Stocks		51,263	47,826
Debtors	6	24,155	20,818
Cash and cash equivalents	7	-	1,254
		<u>75,418</u>	<u>69,898</u>
Creditors: Amounts falling due within one year	8	<u>(1,068,477)</u>	<u>(896,509)</u>
Net current liabilities		<u>(993,059)</u>	<u>(826,611)</u>
Total assets less current liabilities		<u>(917,658)</u>	<u>(724,819)</u>
Creditors: Amounts falling due after more than one year	8	<u>(1,022)</u>	<u>(4,856)</u>
Net liabilities		<u>(918,680)</u>	<u>(729,675)</u>
Capital and reserves			
Called up share capital	11	150	150
Profit and loss account		<u>(918,830)</u>	<u>(729,825)</u>
Total equity		<u>(918,680)</u>	<u>(729,675)</u>

These financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - small entities. The Company has elected not to file a Profit and Loss Account.

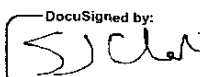
For the period ending 28 February 2018 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the period in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

6/11/2018 | 10:45 GMT

Approved and authorised by the Board on and signed on its behalf by:

DocuSigned by:

180CD2534AAT4FC.....
 Director
 Stephen Cheshire

The notes on pages 3 to 13 form an integral part of these financial statements.

Halifax Specsavers Limited

Notes to the Financial Statements for the Period from 1 September 2017 to 28 February 2018

1 General information

The company is a private company limited by share capital incorporated in the United Kingdom.

The address of its registered office is:

3-5 Square
Woolshop Shopping Centre
Halifax West Yorkshire
United Kingdom
HX1 1RJ

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

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

Statement of compliance

These financial statements have been prepared in accordance with the provisions of Financial Reporting Standard 102 Section 1A – small entities.

Basis of preparation

The financial statements have been prepared under the historical cost convention.

The financial statements are prepared in sterling which is the functional currency of the company and are rounded to the nearest £.

Halifax Specsavers Limited

Notes to the Financial Statements for the Period from 1 September 2017 to 28 February 2018

2 Accounting policies (continued)

Revenue recognition

Revenue is recognised to the extent that the Company obtains the right to consideration in exchange for its performance. Revenue represents the amount charged, net of value added tax, by the company as a wholesaler for goods provided to the company's retail subsidiary during the period. The following criteria must also be met before revenue is recognised:

Revenue from the sale of goods and services is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on dispatch of the goods, or when services are provided and the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Deferred revenue arises when cash is received in advance of revenue being earned, either in the form of deposits received for spectacles which have not been collected or direct debit payments received for contact lenses in advance of delivery of the lenses to the customer. Deferred revenue is a liability on the Balance Sheet until it is earned.

Tax

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

Deferred tax is recognised in respect of all timing differences which are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements, except that unrelieved tax losses and other deferred tax assets are recognised only to the extent that the directors consider that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Halifax Specsavers Limited

Notes to the Financial Statements for the Period from 1 September 2017 to 28 February 2018

2 Accounting policies (continued)

Key areas of estimation uncertainty and judgments

Impairment of non-financial assets

Where there are indicators of impairment of individual assets, the company performs impairment tests based on fair value less costs to sell or a value in use calculation. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction on similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the company is not yet committed to or significant future investments that will enhance the performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash flows and the growth rate used for extrapolation purposes.

Taxation

Management estimation is required to determine the amount of deferred tax assets that can be recognised, based upon likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies.

Tangible fixed assets

Tangible assets are stated in the Balance Sheet at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is provided on a straight line basis at the following rates in order to write off the cost less estimated residual value of each asset over its' estimated useful life (or if held under a finance lease, over the lease term, whichever is the shorter):

Asset class

Furniture, fittings and equipment

Motor vehicles

Other property, plant and equipment

Depreciation method and rate

14-25% on cost

25% on cost

14-33% on cost

Halifax Specsavers Limited

Notes to the Financial Statements for the Period from 1 September 2017 to 28 February 2018

2 Accounting policies (continued)

Impairment of non-financial assets

The company assesses at each reporting date whether an asset may be impaired. If any such indication exists the company estimates the recoverable amount of the asset. If it is not possible to estimate the recoverable amount of the individual asset, the company estimates the recoverable amount of the cash generating unit to which the asset belongs. The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to sell and its value in use. If the recoverable amount is less than its carrying amount, the carrying amount of the asset is impaired and it is reduced to its recoverable amount through an impairment in profit and loss unless the asset is carried at a revalued amount where the impairment loss of a revalued asset is a revaluation decrease. An impairment loss recognised for all assets is reversed in a subsequent period if and only if the reasons for the impairment loss have ceased to apply.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value. The directors have included the balances owed to and from Specsavers Finance (Guernsey) Limited, the Group Treasury Company within cash equivalents. If the overall cash balance with the Group Treasury Company is overdrawn, this is classified as a current liability alongside any other overdrawn external cash balances.

Short term debtors and creditors

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the profit and loss account in other operating expenses.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the weighted average method. At each reporting date, stocks are assessed for impairment. If stocks are impaired, the carrying amount is reduced to its selling price less costs to complete and sell; the impairment loss is recognised immediately in profit or loss.

Hire purchase and leasing commitments

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee.

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and are depreciated over the useful life of the asset in the same manner as other property, plant and equipment. A corresponding liability is recognised for the lower of the fair value of the leased asset and the present value of the minimum lease payments in the balance sheet. Lease payments are apportioned between the reduction of the lease liability and finance charges in the profit and loss account, so as to achieve a constant rate of interest on the remaining balance of the liability.

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the profit and loss account on a straight-line basis over the period of the lease. Lease incentives are recognised over the lease term on a straight line basis.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Halifax Specsavers Limited

Notes to the Financial Statements for the Period from 1 September 2017 to 28 February 2018

2 Accounting policies (continued)

Dividend Income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably).

Investments

Investments held as fixed assets are stated at cost less provision for any permanent diminution in value.

Group Accounts

The Group is small sized and as a result the parent company has taken advantage of the exemption available not to prepare statutory consolidated financial statements granted under Section 398 of the Companies Act 2006. Accordingly these financial statements present information about the company as an individual undertaking and not about its group.

3 Staff numbers

The average number of persons employed by the company (including directors) during the period, was 0 (2017 : 0).

Halifax Specsavers Limited

Notes to the Financial Statements for the Period from 1 September 2017 to 28 February 2018

4 Tangible fixed assets

	Furniture, fittings and equipment £	Other property, plant and equipment £	Total £
Cost or valuation			
At 1 September 2017	258,897	162,760	421,657
Additions	<u>1,445</u>	<u>1,860</u>	<u>3,305</u>
At 28 February 2018	<u>260,342</u>	<u>164,620</u>	<u>424,962</u>
Depreciation			
At 1 September 2017	183,247	136,768	320,015
Charge for the period	<u>24,126</u>	<u>5,570</u>	<u>29,696</u>
At 28 February 2018	<u>207,373</u>	<u>142,338</u>	<u>349,711</u>
Carrying amount			
At 28 February 2018	<u>52,969</u>	<u>22,282</u>	<u>75,251</u>
At 31 August 2017	<u>75,650</u>	<u>25,992</u>	<u>101,642</u>

5 Investments

	2018 £	2017 £
Investments in subsidiaries	<u>150</u>	<u>150</u>
Subsidiaries		£
Cost or valuation		
At 1 September 2016 and 28 February 2018		<u>150</u>
Carrying amount		
At 28 February 2018		<u>150</u>
At 31 August 2017		<u>150</u>

Halifax Specsavers Limited

Notes to the Financial Statements for the Period from 1 September 2017 to 28 February 2018

6 Debtors

	Note	28 February 2018 £	31 August 2017 £
Other debtors		334	905
Amounts owed by related parties	12	157	1,534
Prepayments		9,195	5,532
Taxation and social security		997	-
Deferred tax assets		13,472	12,847
Total trade and other debtors		<u>24,155</u>	<u>20,818</u>

Total trade and other debtors

Deferred tax assets of £13,472 (2017: £12,847) are classified as non current.

7 Cash and cash equivalents

	Note	28 February 2018 £	31 August 2017 £
Group Treasury Company	12	-	1,254
		<u>-</u>	<u>1,254</u>

8 Creditors

	Note	28 February 2018 £	31 August 2017 £
Due within one year			
Loans and borrowings	9	51,801	62,161
Trade creditors		9,549	6,970
Taxation and social security		-	1,995
Amounts owed to related parties	12	994,137	797,310
Deferred income		256	279
Deferred Rent		12,734	26,235
Accrued expenses		-	1,559
		<u>1,068,477</u>	<u>896,509</u>
Due after one year			
Loans and borrowings	9	1,022	4,739
Deferred income		-	117
		<u>1,022</u>	<u>4,856</u>

Halifax Specsavers Limited

Notes to the Financial Statements for the Period from 1 September 2017 to 28 February 2018

9 Loans and borrowings

	Note	28 February 2018 £	31 August 2017 £
Current loans and borrowings			
Group Treasury Company	12	462	-
Finance lease liabilities		1,283	831
Pension loans		32,033	54,629
Directors' loans	12	18,023	6,701
		<u>51,801</u>	<u>62,161</u>
		28 February 2018 £	31 August 2017 £
Non-current loans and borrowings			
Finance lease liabilities		1,022	248
Pension loans		-	4,491
		<u>1,022</u>	<u>4,739</u>

The finance lease liabilities shown within the loans and borrowings notes are secured against the underlying assets.

10 Financial commitments, guarantees and contingencies

Operating lease commitments

At 28 February 2018, the company had total commitments under non-cancellable operating leases over the remaining life of those leases of £696,564 (2017: £720,759).

Halifax Specsavers Limited

Notes to the Financial Statements for the Period from 1 September 2017 to 28 February 2018

11 Share capital

Allotted, called up and fully paid shares

	28 February 2018		31 August 2017	
	No.	£	No.	£
"A" Ordinary of £0.50 each	150	75	150	75
"B" Ordinary of £0.50 each	150	75	150	75
	<u>300</u>	<u>150</u>	<u>300</u>	<u>150</u>

Rights, preferences and restrictions

In accordance with the Articles of Association the following rights attach to shares: a) to "A" shares, the right to receive that part (including the whole) of the profits of the company which the directors shall, from time to time, determine to distribute as dividends. b) to "B" shares, the right to appoint the chairman of the board of directors and of the general meeting of the company. The "B" shares are held by Specsavers UK Holdings Limited. In all other respects both classes of share carry equal rights over the assets of the company, subject to those provisions as laid out in the shareholders' agreement.

12 Related party transactions

During the year the company entered into transactions, in the ordinary course of business, with other related parties. Trading balances outstanding at 28 February 2018, are as follows:

	Parent £	Subsidiary £	Other group undertakings £
2018			
Assets	<u>2</u>	<u>-</u>	<u>155</u>
2017			
Assets	<u>-</u>	<u>-</u>	<u>2,788</u>
2018			
Liabilities	<u>28,142</u>	<u>895,270</u>	<u>71,187</u>
2017			
Liabilities	<u>28,858</u>	<u>692,036</u>	<u>76,416</u>

Halifax Specsavers Limited

Notes to the Financial Statements for the Period from 1 September 2017 to 28 February 2018

12 Related party transactions (continued)

Directors' loans

	At 1 September 2017 £	Advances/ credits £	Repayments £	Other £	Written off £	Waived £	At 28 February 2018 £
2018							
Stephen Cheshire	2,261	22,763	(19,000)	-	-	-	6,024
Dusan Opacic	2,261	56,740	(52,977)	-	-	-	6,025
Philip Garbe	2,179	22,795	(19,000)	-	-	-	5,974
	<u>6,702</u>	<u>102,298</u>	<u>(90,977)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>18,023</u>
	At 1 September 2016 £	Advances/ credits £	Repayments £	Other £	Written off £	Waived £	At 31 August 2017 £
2017							
Stephen Cheshire	14,730	-	(12,468)	-	-	-	2,261
Dusan Opacic	16,139	-	(13,877)	-	-	-	2,261
Philip Garbe	18,403	-	(16,224)	-	-	-	2,179
	<u>49,272</u>	<u>-</u>	<u>(42,570)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>6,702</u>

Unless otherwise agreed by the Shareholders each Loan advanced to the Company under clause 2.1.4 of the standard shareholders agreement shall:

1. not bear interest until 12 months after the date on which such Loan is advanced to the Company.
2. shall bear interest at a fixed rate equal to the standard Specsavers Finance (Guernsey) Limited rate published from time to time, discounted by 1%. Such interest to be compounded and capitalised into such Loan, to be payable in equal monthly instalments with the first interest payment being due on the date which is one month following the period of 12 months after the date on which such Loan is advanced to the Company.
3. subject to clause 2.4 of the standard shareholders agreement be repaid to the relevant Shareholder pro rata over the period of 36 months by equal monthly payments starting on the date which is one month following the period of 12 months after the date on which such Loan is advanced to the Company.

All other directors' loans shall be repayable on demand or according to defined terms as per the agreement.

Halifax Specsavers Limited

Notes to the Financial Statements for the Period from 1 September 2017 to 28 February 2018

13 Parent and ultimate parent undertaking

As at the year end Specsavers International Healthcare Limited was the ultimate parent company of Halifax Specsavers Limited. Mr and Mrs Perkins have the controlling interest in the ordinary share capital of Specsavers International Healthcare Limited, the ultimate parent company. Specsavers International Healthcare Limited is a Guernsey registered company and its accounts are not available to the public.

Specsavers UK Holdings Limited is the parent company of the smallest group for which consolidated financial statements are drawn up and in which Halifax Specsavers Limited is a member. Specsavers UK Holdings Limited registered office is:

Forum 6
Parkway
Solent Business Park
Whiteley
Fareham
Hampshire
PO15 7PA

14 Events after the reporting period

If dividends were paid after the year ended 28 February 2018, which will be accounted for in the shareholders' equity as an appropriation of retained earnings in the year ended 28 February 2019, the financial statements do not reflect these. The company has controls in place to ensure that there are sufficient retained earnings to cover dividend payments based on the latest available management information at the dividend declaration date so that the company remains in a net asset position.

The cost of disclosing and repeatedly updating the quantum of these dividends, right up to the date of signing the financial statements, is therefore considered to exceed any benefit to the users thereof.