

Registration number: 02230572

# Blackburn Specsavers Limited

Report and Unaudited Financial Statements (Filleled Accounts)

for the Period from 1 September 2017 to 28 February 2018

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**Blackburn Specsavers Limited**

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## **Blackburn Specsavers Limited**

### **Company Information**

<b>Directors</b>	Ahmed Deshmukh
	Amanda Jeewooth
	Douglas John David Perkins
	John Douglas Perkins
	Mary Lesley Perkins
	Sigalit Ingleby
	Stuart Jonathan Ingleby
	Specsavers Optical Group Limited
<b>Company secretary</b>	Specsavers Optical Group Limited
<b>Registered office</b>	Forum 6
	Parkway
	Solent Business Park
	Whiteley, Fareham
	United Kingdom
	PO15 7PA
<b>Registration number</b>	02230572

**Blackburn Specsavers Limited**  
**(Registration number: 02230572)**  
**Balance Sheet as at 28 February 2018**

	Note	28 February 2018 £	31 August 2017 £
<b>Fixed assets</b>			
Tangible assets	4	360,426	112,376
Investments	5	200	200
		<u>360,626</u>	<u>112,576</u>
<b>Current assets</b>			
Stocks		58,910	54,307
Debtors	6	59,540	32,754
Cash and cash equivalents	7	75,726	48,468
		<u>194,176</u>	<u>135,529</u>
<b>Creditors: Amounts falling due within one year</b>	8	<u>(1,757,452)</u>	<u>(1,289,068)</u>
<b>Net current liabilities</b>		<u>(1,563,276)</u>	<u>(1,153,539)</u>
<b>Total assets less current liabilities</b>		<u>(1,202,650)</u>	<u>(1,040,963)</u>
<b>Creditors: Amounts falling due after more than one year</b>	8	<u>(34,517)</u>	<u>(12,619)</u>
<b>Net liabilities</b>		<u>(1,237,167)</u>	<u>(1,053,582)</u>
<b>Capital and reserves</b>			
Called up share capital	11	100	100
Profit and loss account		<u>(1,237,267)</u>	<u>(1,053,682)</u>
<b>Total equity</b>		<u>(1,237,167)</u>	<u>(1,053,582)</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.

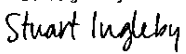
For the period ending 28 February 2018 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

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.

2/10/2018 | 11:05 BST

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

DocuSigned by:  
  
 4EC1FD9ACB9D491.....

Director  
 Stuart Ingleby

The notes on pages 3 to 12 form an integral part of these financial statements.

## **Blackburn 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:

Forum 6  
Parkway  
Solent Business Park  
Whiteley, Fareham  
United Kingdom  
PO15 7PA

#### **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 £.*

##### **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.

## **Blackburn Specsavers Limited**

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

#### **2 Accounting policies (continued)**

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.

#### **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):

<b>Asset class</b>	<b>Depreciation method and rate</b>
Furniture, fittings and equipment	14-25% on cost
Motor vehicles	25% on cost
Other property, plant and equipment	14-33% on cost

## **Blackburn 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.

## Blackburn Specsavers Limited

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

#### 2 Accounting policies (continued)

##### Dividends

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

##### 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).

#### 4 Tangible assets

	Furniture, fittings and equipment £	Other property, plant and equipment £	Total £
<b>Cost or valuation</b>			
At 1 September 2017	340,402	366,738	707,140
Additions	236,600	50,526	287,126
Disposals	(237,418)	(1,347)	(238,765)
At 28 February 2018	339,584	415,917	755,501
<b>Depreciation</b>			
At 1 September 2017	320,544	274,220	594,764
Charge for the period	12,632	15,588	28,220
Eliminated on disposal	(226,851)	(1,058)	(227,909)
At 28 February 2018	106,325	288,750	395,075
<b>Carrying amount</b>			
At 28 February 2018	233,259	127,167	360,426
At 31 August 2017	19,858	92,518	112,376



## Blackburn Specsavers Limited

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

#### 5 Investments

	2018 £	2017 £
Investments in subsidiaries	<u>200</u>	<u>200</u>
<b>Subsidiaries</b>		£
<b>Cost or valuation</b>		
At 1 September 2016 and 28 February 2018		<u>200</u>
<b>Carrying amount</b>		
At 28 February 2018		<u>200</u>
At 31 August 2017		<u>200</u>

#### 6 Debtors

	Note	28 February 2018 £	31 August 2017 £
Other debtors		-	14
Amounts owed by related parties	12	11,221	673
Prepayments		10,179	12,237
Taxation and social security		21,436	2,751
Deferred tax assets		<u>16,704</u>	<u>17,079</u>
Total trade and other debtors		<u>59,540</u>	<u>32,754</u>

#### **Total trade and other debtors**

Deferred tax assets of £16,704 (2017: £17,079) are classified as non current.

#### 7 Cash and cash equivalents

	Note	28 February 2018 £	31 August 2017 £
Group Treasury Company	12	<u>75,726</u>	<u>48,468</u>
		<u>75,726</u>	<u>48,468</u>

## Blackburn Specsavers Limited

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

#### 8 Creditors

	Note	28 February 2018 £	31 August 2017 £
<b>Due within one year</b>			
Loans and borrowings	9	335,741	56,722
Trade creditors		73,594	24,079
Amounts owed to related parties	12	1,336,367	1,205,911
Accrued expenses		11,750	2,356
		<u>1,757,452</u>	<u>1,289,068</u>
<b>Due after one year</b>			
Loans and borrowings	9	2,785	12,619
Deferred Rent		31,732	-
		<u>34,517</u>	<u>12,619</u>

#### 9 Loans and borrowings

	Note	28 February 2018 £	31 August 2017 £
<b>Current loans and borrowings</b>			
Group Treasury Company loan	12	293,125	12,119
Finance lease liabilities		20,110	22,097
Directors' loans	12	22,506	22,506
		<u>335,741</u>	<u>56,722</u>

		28 February 2018 £	31 August 2017 £
<b>Non-current loans and borrowings</b>			
Finance lease liabilities		<u>2,785</u>	<u>12,619</u>

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

## Blackburn Specsavers Limited

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

#### 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 £879,625 (2017: £520,391).

#### 11 Share capital

##### Allotted, called up and fully paid shares

	28 February 2018		31 August 2017	
	No.	£	No.	£
"A" Ordinary of £0.50 each	100	50	100	50
"B" Ordinary of £0.50 each	100	50	100	50
	<u>200</u>	<u>100</u>	<u>200</u>	<u>100</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.

## Blackburn Specsavers Limited

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

#### 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 £
<b>2018</b>			
Assets	-	-	86,947
	-	-	86,947
<b>2017</b>			
Assets	-	-	49,141
	-	-	49,141
<b>2018</b>			
Liabilities	43,611	1,181,725	404,156
	43,611	1,181,725	404,156
<b>2017</b>			
Liabilities	44,314	1,044,824	128,892
	44,314	1,044,824	128,892

## Blackburn 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 £
<b>2018</b>							
Stuart Ingleby	22,275	-	-	-	-	-	22,275
Sigalit Ingleby	231	-	-	-	-	-	231
	<u>22,506</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>22,506</u>
	At 1 September 2016 £	Advances/ credits £	Repayments £	Other £	Written off £	Waived £	At 31 August 2017 £
<b>2017</b>							
Stuart Ingleby	22,275	-	-	-	-	-	22,275
Sigalit Ingleby	231	-	-	-	-	-	231
	<u>22,506</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>22,506</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.

## **Blackburn 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 Blackburn 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 Blackburn 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.