

Registered number: 5074721

AURUM ACQUISITIONS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 APRIL 2017

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AURUM ACQUISITIONS LIMITED

COMPANY INFORMATION

Directors	A J Broderick H B Duffy L A R Romberg
Company secretary	Mrs G Oliff
Registered number	5074721
Registered office	Aurum House 2 Elland Road Braunstone Leicester LE3 1TT
Independent auditor	KPMG LLP, Statutory Auditor Chartered Accountants One Snowhill Snow Hill Queensway Birmingham B4 6GH
Solicitors	Gateley Plc Knightsbridge House Lower Brown Street Leicester LE1 5NL

AURUM ACQUISITIONS LIMITED

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AURUM ACQUISITIONS LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 30 APRIL 2017

The Directors present their report and the financial statements for the period ended 30 April 2017.

Directors' responsibilities statement

The Directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 these financial statements, the Directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They 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.

Principal activity

The company acts as an intermediate holding company for Aurum Holdings Limited.

Directors

The Directors who served during the period were:

A J Broderick
H B Duffy
L A R Romberg

Disclosure of information to auditor

Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

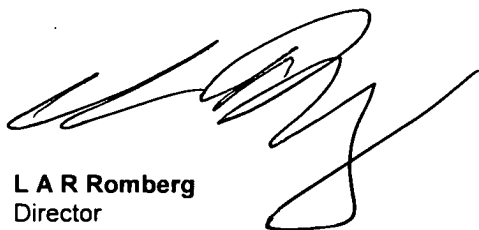
AURUM ACQUISITIONS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE PERIOD ENDED 30 APRIL 2017**

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

This report was approved by the board and signed on its behalf.



L A R Romberg
Director

Date: 8.8.17

AURUM ACQUISITIONS LIMITED

**STRATEGIC REPORT
FOR THE PERIOD ENDED 30 APRIL 2017**

Business review

The results for the company show a loss after tax of £8,299,733 (2016: £7,092,454).

Principal risks and uncertainties

The principal risk for the company is the carrying value of its investments. The performance of the underlying subsidiaries is periodically reviewed in order to mitigate this risk.

Financial key performance indicators

The company has not identified any KPIs due to the nature of its operations as a holding company.

This report was approved by the board and signed on its behalf.



L A R Romberg
Director

Date: 3.8.17

AURUM ACQUISITIONS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AURUM ACQUISITIONS LIMITED

We have audited the financial statements of Aurum Acquisitions Limited for the period ended 30 April 2017, set out on pages 6 to 16. The relevant financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and Auditor

As explained more fully in the Directors' responsibilities statement on page 1, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 April 2017 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year is consistent with the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Strategic report and the Directors' report:

- we have not identified material misstatements in those reports; and
- in our opinion, those reports have been prepared in accordance with the Companies Act 2006.

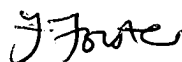
AURUM ACQUISITIONS LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AURUM ACQUISITIONS LIMITED
(CONTINUED)**

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Fiona Forster (Senior Statutory Auditor)

for and on behalf of
KPMG LLP, Statutory Auditor

Chartered Accountants

One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

Date: 8.08.17

AURUM ACQUISITIONS LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 30 APRIL 2017

	Note	2017 £	2016 £
Administrative expenses		(4,636,903)	(4,636,903)
Operating loss	2	(4,636,903)	(4,636,903)
Income from fixed assets investments		700,000	1,400,000
Interest payable and expenses	6	(3,969,574)	(3,533,564)
Loss before tax		(7,906,477)	(6,770,467)
Tax on loss	7	(393,256)	(321,987)
Loss for the financial period		(8,299,733)	(7,092,454)

There were no recognised gains and losses for 2017 or 2016 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2017 (2016:£nil).

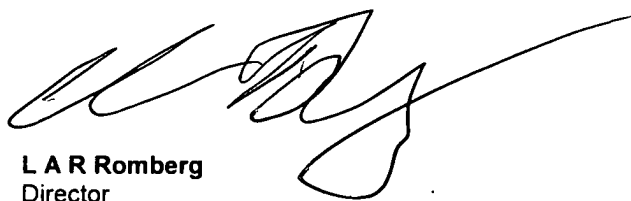
The notes on pages 9 to 16 form part of these financial statements.

AURUM ACQUISITIONS LIMITED
REGISTERED NUMBER: 5074721

BALANCE SHEET
AS AT 30 APRIL 2017

	Note	30 April 2017 £	1 May 2016 £
Fixed assets			
Intangible assets	9	32,458,322	37,095,225
Investments	10	74,146,220	74,146,220
		<u>106,604,542</u>	<u>111,241,445</u>
Creditors: amounts falling due within one year	11	(59,273,212)	(55,610,382)
Net current liabilities		<u>(59,273,212)</u>	<u>(55,610,382)</u>
Total assets less current liabilities		<u>47,331,330</u>	<u>55,631,063</u>
Net assets		<u><u>47,331,330</u></u>	<u><u>55,631,063</u></u>
Capital and reserves			
Called up share capital	12	39,679,722	39,679,722
Capital redemption reserve	13	31,987,229	31,987,229
Other reserves	13	3,850,000	3,850,000
Profit and loss account	13	(28,185,621)	(19,885,888)
		<u>47,331,330</u>	<u>55,631,063</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


L A R Romberg
 Director

Date:

3.8.17

The notes on pages 9 to 16 form part of these financial statements.

AURUM ACQUISITIONS LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 30 APRIL 2017**

	Called up share capital	Capital contribution reserve	Other reserves	Profit and loss account	Total equity
	£	£	£	£	£
At 4 May 2015	39,679,722	31,987,229	3,850,000	(12,793,434)	62,723,517
Comprehensive income for the period					
Loss for the period	-	-	-	(7,092,454)	(7,092,454)
At 2 May 2016	39,679,722	31,987,229	3,850,000	(19,885,888)	55,631,063
Comprehensive income for the period					
Loss for the period	-	-	-	(8,299,733)	(8,299,733)
At 30 April 2017	39,679,722	31,987,229	3,850,000	(28,185,621)	47,331,330

The notes on pages 9 to 16 form part of these financial statements.

AURUM ACQUISITIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 APRIL 2017

1. Accounting policies

1.1 General information

The Company's ultimate parent undertaking, Jewel Holdco S.a.r.l., an entity incorporated in Luxembourg, includes the Company in its consolidated financial statements. The consolidated financial statements of Jewel Holdco S.a.r.l. are available to the public and may be obtained from 5, rue Guillaume Kroll, L-1882 Luxembourg.

The company is exempt from the requirement to prepare group accounts. The company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

In these financial statements, the company is considered to be a qualifying entity (for the purpose of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- reconciliation of the number of shares outstanding from the beginning to end of the period; and
- Cash Flow Statement and related notes.

The company is also included in the consolidated financial statements of Jewel UK Midco Limited, which are available to the public and may be obtained from Companies House, Crown Way, Cardiff CF14 3UZ. As the consolidated financial statements of Jewel UK Midco Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 in respect of the following disclosures:

- Key Management Personnel compensation; and
- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

1.2 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

The company's functional and presentational currency is GBP.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. There are no accounting estimates or amounts requiring judgment included in these financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

AURUM ACQUISITIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 APRIL 2017

1. Accounting policies (continued)

1.3 Goodwill

In a prior year, the trade and net assets of a subsidiary undertaking were transferred to the company at their book value. As a result of this transfer, the value of the company's investment in that subsidiary undertaking fell below the amount at which it was stated in the company's accounting records. The directors considered that there was no overall loss to the company and therefore the diminution in value was re-allocated to goodwill.

Purchased goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of the identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight line basis to the profit and loss account over its useful economic life. Goodwill has no residual value. The finite useful life of goodwill is estimated to be 10 years.

Goodwill is tested for impairment in accordance with FRS 102.27 Impairment of Assets when there is an indication that it may be impaired.

1.4 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment. Where merger relief is applicable, the cost of the investment in a subsidiary undertaking is measured at the nominal value of the shares issued together with the fair value of any additional consideration paid.

Investments in unlisted Company shares, whose market value can be reliably determined, are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in the Profit and loss account for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

1.5 Going concern

In determining the appropriate basis of preparation of financial statements, the Directors are required to consider whether the company can continue in operational existence for the foreseeable future.

The financial statements have been prepared on the going concern basis, notwithstanding net current liabilities of £59,273,212 at 30 April 2017.

Having reviewed the current cash flow projections for the Group, and having made reasonable enquiries in making the underlying assumptions on sales growth for the Group, the Directors have a reasonable expectation that the company will be able to meet its liabilities as they fall due for the foreseeable future. It is on this basis that the Directors consider it appropriate to prepare the company's financial statements on the going concern basis.

1.6 Interest payable

Interest payable is recognised in profit or loss as it accrues, using the effective interest method.

AURUM ACQUISITIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 APRIL 2017

1. Accounting policies (continued)

1.7 Trade and other debtors/creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument.

1.8 Taxation

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustments to tax payable in respect of previous years.

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

2. Operating loss

The operating loss is stated after charging:

	2016	2015
	£	£
Amortisation of intangible assets, including goodwill	4,636,903	4,636,903

3. Auditor's remuneration

The audit fees for both the current and prior years have been borne by Aurum Group Limited, a subsidiary undertaking.

AURUM ACQUISITIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 APRIL 2017**

4. Employees

The Company has no employees other than the Directors, who did not receive any remuneration for their services to the Company (2016 - £nil).

5. Income from shares in group undertakings

	2017 £	2016 £
Dividends received from unlisted investments	(700,000)	(1,400,000)
	<u>(700,000)</u>	<u>(1,400,000)</u>

6. Interest payable and similar charges

	2017 £	2016 £
On loans from group undertakings	3,969,574	3,533,564
	<u>3,969,574</u>	<u>3,533,564</u>

7. Taxation

	2017 £	2016 £
Corporation tax		
Current tax on profits for the year	393,256	321,987
Total current tax	<u>393,256</u>	<u>321,987</u>

AURUM ACQUISITIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 APRIL 2017

7. Taxation (continued)

Factors affecting tax charge for the period

The tax assessed for the period is higher than (2016 - higher than) the standard rate of corporation tax in the UK of 19.92% (2016 - 20.0%). The differences are explained below:

	2017 £	2016 £
Loss on ordinary activities before tax	(7,906,477)	(6,770,467)
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.92% (2016 - 20.0%)	(1,574,970)	(1,354,093)
Effects of:		
Non-tax deductible amortisation of goodwill and impairment	923,569	927,381
Group relief surrendered	983,667	-
Change in rate of tax	99,603	282,933
Dividends from UK companies	(139,424)	(280,000)
Tax on apportioned CFC profits	393,256	321,987
Reliefs used against apportioned CFC profits	-	74,804
Deferred tax not recognised	(99,430)	554,335
Transfer pricing adjustments	(193,015)	(205,360)
Total tax charge for the period	393,256	321,987

Factors that may affect future tax charges

A reduction in the UK corporation tax rate from 21% to 20% (effective from 1 April 2015) was substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective from 1 April 2020) were substantively enacted on 26 October 2015 and an additional reduction to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly.

8. Deferred taxation

The amount unprovided for deferred taxation on tax losses was £1,693,000 (2016: £2,546,000). The company did not recognise deferred tax assets in respect of the above on the basis that the future economic benefit is uncertain.

AURUM ACQUISITIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 APRIL 2017**

9. Intangible assets

	Goodwill £
Cost	
At 2 May 2016	46,369,031
At 30 April 2017	46,369,031
Amortisation	
At 2 May 2016	9,273,806
Charge for the year	4,636,903
At 30 April 2017	13,910,709
Net book value	
At 30 April 2017	32,458,322
At 1 May 2016	37,095,225

Amortisation is included within administrative expenses in the Statement of Comprehensive Income.

AURUM ACQUISITIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 APRIL 2017**

10. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 2 May 2016	74,146,220
At 30 April 2017	74,146,220
Net book value	
At 30 April 2017	74,146,220
At 1 May 2016	74,146,220

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Class of shares	Holding	Principal activity
Aurum Group Limited	Ordinary	100 %	Retail jewellers
Goldsmiths Finance Limited	Ordinary	100 %	Finance company
Aurum Insurance (Guernsey) Limited	Ordinary	100 %	Insurance company
Mappin & Webb Limited	Ordinary	100 %	Dormant
Watches of Switzerland Limited	Ordinary & Preference	100 %	Dormant
Aurum Pension Trustees Limited	Ordinary	100 %	Pension trustee company
Aurum Group USA Inc	Ordinary	100 %	Holding company
Watches of Switzerland LLC	Ordinary	100 %	Watch retailer

All of the subsidiary undertakings are incorporated in England & Wales other than Aurum Insurance (Guernsey) Limited which is incorporated in Guernsey and Aurum Group USA Inc and Watches of Switzerland LLC which are incorporated in the USA. The registered office for all of the above entities is given on the company information page.

AURUM ACQUISITIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 APRIL 2017**

11. Creditors: Amounts falling due within one year

	30 April 2017 £	1 May 2016 £
Amounts owed to group undertakings	58,879,956	55,434,459
Corporation tax	393,256	175,923
	<u>59,273,212</u>	<u>55,610,382</u>

12. Share capital

	30 April 2017 £	1 May 2016 £
Shares classified as equity		
Allotted, called up and fully paid		
39,679,722 Ordinary shares of £1 each	<u>39,679,722</u>	<u>39,679,722</u>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

13. Reserves

Other reserves

The Capital contribution reserve of £31,987,229 arose on 29 April 2013 when a loan due to Aurum Holdings Limited was waived.

The Other reserve of £3,850,000 arose in December 2006 when the investment in Aurum Insurance (Guernsey) Limited was transferred from Aurum Group Limited to Aurum Acquisitions Limited.

14. Ultimate Parent Undertaking and Controlling party

The Company is a subsidiary undertaking of Jewel Holdco S.a.r.l. The ultimate controlling party is AIF VII Holdings L.P., an investment fund affiliated with Apollo Global Management LLC.

The largest group in which the results of the Company are consolidated is that headed by Jewel Holdco S.a.r.l., incorporated in Luxembourg. The smallest group in which they are consolidated is that headed by Jewel UK Midco Limited, incorporated in England and Wales. No other financial statements include the results of the Company. The consolidated financial statements of Jewel UK Midco Limited are available to the public and may be obtained from Companies House, Crown Way, Cardiff CF14 3UZ. The consolidated financial statements of Jewel Holdco S.a.r.l. are available to the public and may be obtained from 5, rue Guillaume Kroll, L-1882 Luxembourg.