

Le Chameau Holdings Limited

**Annual Report and Financial Statements
for the year to 31 December 2015**



Registered Number 08201708

LE CHAMEAU HOLDINGS LIMITED

Contents

1.	Directors' Report	1
2.	Independent Auditors' Report to the Members of Le Chateau Holdings Limited	3
3.	Profit and Loss Account	5
4.	Balance Sheet	6
5.	Statement of Changes in Equity	7
6.	Cash Flow Statement	8
7.	Notes to the Financial Statements	9

LE CHAMEAU HOLDINGS LIMITED

Directors' Report

The Directors present their report, together with the audited financial statements, for the year to 31 December 2015.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

Principal activity and business review

Le Chameau Holdings Limited ("LCH" or "Company") is a wholly owned subsidiary of Silvercloud Investments Limited ("SIL"). Its ultimate parent company is Marwyn Value Investors LP. The principle activity of the Company is as a holding company for the Le Chameau business.

During the year, the Company has continued to act as an intermediate holding company for the Le Chameau luxury footwear and clothing business.

Results and dividends

The Company made a profit of £774 for the year ended 31 December 2015.

Directors

The following Directors served during the year and up to the date of the signing of the financial statements:

Mark Watts	Executive Director
James Corsellis	Executive Director
Mark Kirkland	Executive Director

Directors' Interests

There were no contracts or share schemes existing during, or at the end of the period in which any Director is, or was, materially interested in which are, or were, significant in relation to the business of the Company.

Charitable donations and political contributions

The Company made no charitable or political donations during the period.

Going concern

After reviewing the Company's budget for the next 12 months from the date of this report, its liquid resources and its medium term plans, and seeking assurances from MMP regarding its willingness to support the company for the next 12 months, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and, accordingly, consider that it is appropriate to adopt the going concern basis in preparing these financial statements.

Statement of Directors' responsibilities

The directors are responsible for preparing 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 prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 *Reduced Disclosure Framework* (FRS 101).

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:

LE CHAMEAU HOLDINGS LIMITED

Directors' Report

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements; and
- 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 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.

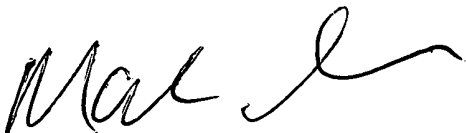
Auditors and disclosure of information to auditors

In accordance with Companies Act 2006, all Directors in office as at the date of this report have confirmed:

- As far as the Directors are aware, there is no relevant audit information of which the Company's auditor is unaware and;
- The Directors have taken all the steps that he ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office, and a resolution that they be re-appointed will be proposed at the Annual General Meeting.

On behalf of the Board



Mark Kirkland
Executive Director

24 October 2016

Report on the financial statements

Our opinion

In our opinion Le Chateau Holdings Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2015 and of its profit and cash flows for the year 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.

What we have audited

The financial statements, included within the Annual Report, comprise:

- the Company Balance Sheet as at 31 December 2015;
- the Profit and Loss Account for the year then ended;
- the Cash flow statement for the year then ended;
- the statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out on pages 1 and 2, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

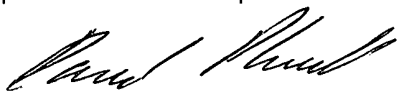
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report and Financial Statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Darryl Phillips (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

24 October 2016

LE CHAMEAU HOLDINGS LIMITED
Profit and Loss Account
For the year to 31 December 2015

		For the year to 31 December 2015	For year to 31 December 2014
	Note	£	£
Turnover		-	-
Administrative expenses		774	-
Operating profit/result		774	-
Interest payable	5	-	-
Profit/result on ordinary activities before taxation		774	-
Tax on profit/result on ordinary activities	6	-	-
Profit/result for the financial year		774	-

The Company has not prepared a Statement of Recognised Gains and Losses as the Company does not have any gains and losses other than Profit and Loss for the year to report. The notes on pages 9 to 12 form an integral part of these financial statements.

All amounts relate to continuing operations.

There is no material difference between the profit/result on ordinary activities before taxation and the profit/result for the year stated above and their historical cost equivalents.

LE CHAMEAU HOLDINGS LIMITED**Balance Sheet**

As at 31 December 2015

	Note	For the year to 31 December 2015 £	For the year to 31 December 2014 £
Fixed Assets			
Investments	7	16,580,833	6,760,610
Current assets			
Debtors	8	-	782,656
Cash at bank and in hand		774	774
Total current assets		<u>774</u>	<u>783,430</u>
Creditors: Amounts falling due within one year	9	-	(783,430)
Net current liabilities		<u>-</u>	<u>-</u>
Total assets less current liabilities		<u>16,581,607</u>	<u>6,760,610</u>
Capital and reserves			
Called up share capital	10	16,580,833	6,760,610
Profit and loss account	11	774	-
Total Shareholders' funds		<u>16,581,607</u>	<u>6,760,610</u>

The notes on pages 9 to 12 form an integral part of the financial statements. The financial statements were approved by the Board of Directors on 24 October 2016 and were signed on its behalf by:



Mark Kirkland
Director

Company number: 08201708

LE CHAMEAU HOLDINGS LIMITED
Statement of changes in equity
As at 31 December 2015

	Called up share capital	Profit and loss account	Total shareholders' funds
	£	£	£
At 1 January 2014	6,760,610	-	6,760,610
Result for the financial year	-	-	-
Balance at 31 December 2014	6,760,610	-	6,760,610
At 1 January 2015	6,760,610	-	6,760,610
Proceeds from issue of shares	9,820,223	-	9,820,223
Profit for the financial year	-	774	774
Balance at 31 December 2015	16,580,833	774	16,581,607

LE CHAMEAU HOLDINGS LIMITED
Cash flow statement
For the year to 31 December 2015

	For the year to 31 December 2015 £	For the year to 31 December 2014 £
Cash flows from operating activities		
Operating profit/result	774	-
Decrease/(increase) in debtors	782,656	(782,656)
(Decrease)/increase in creditors	(783,430)	782,598
Net cash (outflow)/inflow from operating activities	-	(58)
Cash flow from investing activities		
Acquisition of subsidiaries	(9,820,223)	-
Net cash outflow from investing activities	(9,820,223)	-
Financing		
Proceeds from issue of shares	9,820,223	-
Net cash inflow from financing activities	9,820,223	-
Net increase/(decrease) in cash and cash equivalents	-	(58)
Cash and cash equivalents at the beginning of the year	774	832
Cash and cash equivalents at the end of the year	774	774

1. Reporting entity

Le Chateau Holdings Limited is a company incorporated and domiciled in the UK. The address of the registered office is 11 Buckingham Street, London, WC2N 6DF. The Company is a wholly owned subsidiary of Silvercloud Investments Limited ("SIL"). Its ultimate parent company is Marwyn Value Investors LP ("MVI"), a corporate vehicle launched to pursue acquisition led growth strategies. The Company was established as a holding company for the Le Chateau luxury footwear business.

2. Accounting policies

(a) Basis of preparation

These financial statements of the Company are presented as required by the Companies Act 2006 and have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework (FRS 101)'. The financial statements are prepared on a going concern basis and under the historical cost convention. The Company has received a letter stating that financial report will continue to be provided by Marwyn Management Partners plc for a 12 month period following the date of signature of these financial statements.

Information on the impact of first-time adoption of FRS 101 is given in note 12.

The Company is a subsidiary of Marwyn Management Partners plc ("MMP") and is included in the consolidated financial statements of MMP, which are publicly available. Consequently, in accordance with section 400 of Companies Act 2006 the Company has not prepared consolidated financial statements under the terms of FRS 1 (revised 1996).

The principle accounting policies, which have been applied consistently throughout the period, are set out below.

(b) Investments in subsidiary undertakings

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

(c) Cash

Cash includes cash in hand and bank deposits repayable on demand.

3. Directors and employees

Except for the Executive Directors, the Company had no employees during the period. In accordance with their service agreements, the Executive Directors do not receive a fee for their services.

4. Administrative expenditure

Audit fees are borne by a fellow group undertaking.

5. Taxation

The tax assessed for the year is lower (2014: same) than the standard effective rate of corporation tax in the UK for the year ended 31 December 2015 of 20.25% (2014: 21.5%). The differences are explained below:

	Year to 31 December 2015	Year to 31 December 2014
	£	£
Profit on ordinary activities before taxation	774	-
Profit on ordinary activities multiplied by standard rate in the UK 20.25% (2014: 21.5%)	157	-
Tax effects of:		
- Group loss relief utilised	(157)	-
Tax charge	<u>-</u>	<u>-</u>

The main rate of corporation tax reduced from 21% to 20% from April 2015. In 2015, the government announced a reduction in the rate from 20% to 19% for the year beginning 1 April 2017, with a further reduction from 19% to 18% for the year beginning 1 April 2020. The deferred tax balances have been re-measured to 20% to reflect this reduction. Future profits will be taxed at the appropriate rate.

The company has losses of approximately £nil (2014: £nil) available for carry forward against future trading profits. This has resulted in deferred tax assets of £nil (2014: £nil) at the balance sheet date which have not been recognised because the Directors consider that it is uncertain that there will be sufficient taxable profits in the foreseeable future such as to realise the deferred tax asset. The asset would be recovered on corporation tax payable on any future taxable profits.

6. Investments

	2015 £	2014 £
Subsidiary undertakings		
Cost		
At 1 January	6,760,610	6,760,610
Additions	9,820,223	-
At 31 December	<u>16,580,833</u>	<u>6,760,610</u>

The Directors consider that the value of the Subsidiary undertakings is supported by the value of their underlying assets.

LE CHAMEAU HOLDINGS LIMITED
Notes to the financial statements
For the year to 31 December 2015

The subsidiary undertakings are as follows:

Company	Country of incorporation	Proportion of ownership interest	Nature of business
Le Chameau Holdings SAS	France	100%	Holding company
Le Chameau SAS	France	100%*	Luxury goods manufacturer and seller
Sté Caoutchoutiere des Zenatas*	Morocco	100%*	Luxury goods manufacturer
Le Chameau SRL	Italy	100%*	Luxury goods seller
Le Chameau Inc.	US	100%*	Luxury goods seller
Le Chameau UK Limited	England and Wales	100%*	Luxury goods seller

*Held indirectly

7. Debtors

	2015	2014
	£	£
Amounts due from group undertakings	-	782,656
	<u>-</u>	<u>782,656</u>

Amounts due from group undertakings comprise an inter-group balance with Le Chameau Holdings SAS.

8. Creditors: amounts falling due within one year

	2015	2014
	£	£
Amounts due to group undertakings	-	783,430
	<u>-</u>	<u>783,430</u>

Amounts due to group undertakings comprised an inter-group balance with the parent company, Silvercloud Investments Limited, on which interest is charged at a commercial rate.

9. Called up share capital

The number of issued and allotted shares is as follows:

	2015	2015	2014	2014
	Number	Nominal value	Number	Nominal value
		£		
Allotted, called up and fully paid	<u>16,580,833</u>	<u>16,580,833</u>	<u>6,760,610</u>	<u>6,760,610</u>

* The Company was incorporated on 4 September 2012 with a share capital of one £1 share. This was increased on 6 November 2012 with the allotment of a further 6,760,609 £1 shares. During 2015, a further 9,820,223 £1 shares were allotted.

10. Reconciliation of movements in shareholders' funds

	2015	2014
	£	£
At beginning of year	6,760,610	6,760,610
Result for the year	774	-
Net proceeds of issue of Ordinary shares during the year	9,820,223	-
Closing shareholders' funds	<u>16,581,607</u>	<u>6,760,610</u>

11. Ultimate parent undertaking

The immediate parent undertaking is Silvercloud Investments Limited.

The ultimate parent undertaking and controlling party is Marwyn Value Investors LP of PO Box 309, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands. Marwyn Management Partners plc, an intermediate holding company, is the smallest and largest group to consolidate these financial statements. Copies of the Marwyn Management Partners plc consolidated financial statements can be obtained from the Company Secretary at 11 Buckingham Street, London, WC2N 6DF.

12. Transition to FRS 101

This is the first year that the Company has presented financial statements under FRS 101. There are no changes in accounting policies and hence no restatement of prior year figures required. The last financial statements under UK GAAP were for the year ended 31 December 2014 and the date of transition to FRS 101 was therefore 1 January 2015.

13. Post balance sheet events

On 23 June 2016 the UK electorate voted to leave the European Union. This decision commences a process that is likely to take a minimum of two years to complete, and during this time the UK remains a member of the European Union. There will be a resulting period of uncertainty for the UK economy with increased volatility expected in financial markets. This does not impact the fair value of assets and liabilities, including property plant and equipment reported at the balance sheet date of 31 December 2015.