

Registered No 30800

# **The Heavitree Brewery PLC**

## **Group financial statements**

31 October 2009

# Annual report and financial statements

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**Directors**

N H P Tucker            Chairman  
G J Crocker            Managing and Finance  
R J Glanville           Estate  
T Wheatley            Trade  
W P Tucker DL\*  
T P Duncan\*  
M Pease-Watkin\* (resigned 8 May 2009)  
K Pease-Watkin\* (appointed 1 July 2009)  
\*Non-executive

**Secretary and registered office**

R J Glanville  
The Heavitree Brewery PLC  
Trood Lane  
Matford  
Exeter EX2 8YP

**Bankers**

Barclays Bank PLC  
High Street  
Exeter

National Westminster Bank PLC  
Heavitree  
Exeter

**Solicitors**

Ford Simey LLP  
Exeter

Michael Conn Goldsobel  
London

**Nominated advisor and broker**

Shore Capital and Corporate Limited  
14 Clifford Street  
London  
W1S 4JU

Shore Capital Stockbrokers Limited  
14 Clifford Street  
London  
W1S 4JU

**Auditors**

Francis Clark  
Vantage Point  
Woodwater Park  
Pynes Hill  
Exeter EX2 5FD

**Registrars**

Computershare Services plc  
PO Box No 82  
The Pavilions  
Bridgwater Road  
Bristol BS99 7NH

Shareholders' dedicated telephone number: 0870 707 1063

## Notice of annual general meeting

NOTICE IS HEREBY GIVEN that the One Hundred and Twentieth Annual General Meeting of The Heavitree Brewery PLC will be held at the Company's offices, Trood Lane, Matford, Exeter on 14 April 2010 at 11.30am to transact the following business:

### Ordinary business

1. To receive and, if thought fit, adopt the financial statements of the Company for the year ended 31 October 2009 and the report of the directors thereon.
2. To declare final dividends on the Ordinary Shares and the 'A' Limited Voting Ordinary Shares.
3. To re-elect G J Crocker as a Director of the Company.
4. To re-elect N H P Tucker as a Director of the Company.
5. To elect K Pease-Watkin as a Director of the Company.
6. To re-appoint Francis Clark as auditors of the Company for the period prescribed in section 489 of the Companies Act 2006.
7. To authorise the directors to determine the remuneration of the auditors.

### Special business

To consider and, if thought fit, pass the following Resolutions of which Resolution 10 will be proposed as a Special Resolution:

8. THAT the Company be hereby authorised to purchase up to an aggregate of 299,204 Ordinary Shares of 5p each and/or 492,371 'A' Limited Voting Ordinary Shares of 5p each in the capital of the Company at a price (exclusive of expenses) which is:
  - (i) not more than £15 nor less than 5p per share; and
  - (ii) not more than 5% above the arithmetical average of business transacted (as derived from the Daily Official List of The London Stock Exchange) for the ten business days next preceding any such purchase;

AND THAT the authority conferred by this resolution shall expire on the date of the Company's Annual General Meeting in 2011 (except in relation to the purchase of shares the contract for which was concluded before such date and might be executed wholly or partly after such date).

9. THAT the authority conferred upon the Directors by Article 3.3 of the Company's Articles of Association (authority to allot, and to make offers or agreements to allot, relevant securities) be hereby extended for the five-year period ending on the date of the Company's Annual General Meeting in 2015 (or if earlier, on 13 April 2015): AND THAT such authority shall for that period relate to relevant securities up to an aggregate nominal amount of £87,953.

## Notice of annual general meeting

10. THAT the power conferred upon the Directors by Article 3.4 of the Company's Articles of Association (power to allot, or make offers or agreements to allot, equity securities as if Section 561 of the Companies Act 2006 did not apply to any such allotment) be hereby renewed for the five-year period ending on the date of the Company's Annual General Meeting in 2015 (or, if earlier on 13 April 2015): PROVIDED THAT the aggregate nominal amount of equity securities allotted or agreed to be allotted wholly for cash during such period (otherwise than in connection with a rights issues) shall not exceed £13,192.

By order of the Board

R J GLANVILLE  
Secretary  
10 March 2010

Trood Lane  
Matford  
Exeter  
EX2 8YP

## Notice of annual general meeting

Notes:

1. Any member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company.
2. Only holders of Ordinary Shares and 'A' Limited Voting Ordinary Shares are entitled to attend and vote at the meeting. On a poll the Ordinary Shares carry one vote for every £1 in nominal amount and the 'A' Limited Voting Ordinary Shares carry one vote for every £10 in nominal amount.
3. The directors' service contracts will be available for inspection at the registered office of the Company during normal business hours on any weekday, and at the place of the Annual General Meeting for fifteen minutes prior to, and during, the meeting.
4. The dividend, if approved, will be paid on 16 April 2010 to shareholders on the register on 12 March 2010.

## Chairman's statement

The successful restructuring of the Company by the return of houses in our former Managed House operation, Heavitree Inns Limited, to the tenanted and leased estate has resulted in a drop in turnover for the year due to the loss in associated retail sales. The restructure has also brought with it exceptional costs for the year which I reported on at the half-year. However I am pleased to be able to report on a marked improvement in both trading profit and underlying profitability.

The accounts for the year under review separate our business into "Discontinued Operations" and "Continuing Operations" in order to clarify the wind-up of Heavitree Inns.

### Results

Turnover for the Group decreased against last year by 29.8% but generated a Group Operating Profit of £1,046,000 (2008: £554,000) after consolidation adjustments.

Heavitree Inns (having ceased trading at the year end) generated an Operating Loss of £279,000 (2008: Profit - £86,000).

Heavitree Inc. generated an Operating Loss of £13,000 (2008: Loss - £8,000).

### Dividend

The Directors recommend a final dividend of 3.5p per Ordinary and 'A' Limited Voting Ordinary Share (2008: 7p) making an overall total for the year of 7p, which is unchanged from last year. The dividend will be paid on 16 April 2010, subject to shareholder approval at the Annual General Meeting on 14 April 2010, to shareholders on the Register at 12 March 2010.

### Property Sales

During the year the following properties, which were all held as 'Assets held for sale' as at 31 October 2008, were sold:

The Steam Packet Inn, Topsham.

The Heavitree Arms, Bideford.

The Old Rydon Inn, Kingsteignton.

The King's Arms, South Zeal.

The Dawlish Inn, Teignmouth.

The Hub, Exeter, which was not considered for disposal in the last financial year was also sold as was a small piece of land in Sandford, Crediton.

Together, the sale of these properties realised a book profit before taxation of £781,000.

At the time of writing no further houses are being marketed for sale.

### Capital Investments

In the year under review there are no major capital works to report.

### Pension Scheme

Following the decision that the Company will meet its funding obligations to its closed final salary Pension Scheme, I can confirm that the required deficit correction payment will be annualised over a period of eight years. During this time the deficit will also be subject to further triennial actuarial funding reviews.

## **Chairman's statement**

### **Repurchase of Shares**

The Company did not purchase any of its own shares during the year under review but the Directors intend to seek shareholder approval at the forthcoming AGM for the continued authority to do so.

### **Outlook**

Our restructure has allowed us to simplify our operation, improve our efficiencies and enhance support in our tenanted and leased estate of houses. We remain focussed on our strategy of returning a dividend to shareholders at a time when other companies in our sector have chosen not to do so. The industry continues to be subject to many well documented pressures and the economy as a whole is dogged by uncertainty. The offer of the pub itself has changed irreversibly from what it once was. The team at this Company are working hard to recognise and embrace all the opportunities that these changes are creating and are looking to satisfy the demands of an increasingly discerning market. I would like to thank all our Tenants, Leaseholders and staff in helping to return a good and steady performance for the Company after a year of restructure during difficult trading times.

N H P TUCKER  
Chairman  
16 February 2010

## Directors' report

The directors have pleasure in submitting their report for the year ended 31 October 2009.

### Principal activities

During the year the Group carried on the business of the lease and operation of public houses. Heavitree Inns Limited is a wholly-owned subsidiary company which operated managed houses within the estate and is no longer trading. Heavitree Inc is a wholly-owned subsidiary owning land in the United States of America.

### Review of business developments

Parent Company - operating profit after consolidation adjustments £1,338,000 (2008: £477,000).

Heavitree Inns Limited - operating loss £279,000 (2008: profit of £86,000).

Heavitree Inc. - operating loss £13,000 (2008: loss of £9,000).

Group turnover for the year is £9,210,000 (2008: £13,114,000) a decrease of £3,904,000 (29.8%).

During the year under review Heavitree Inns Limited ceased trading and the houses operated were returned to either tenancy or assignable lease.

The following properties were sold in the year: Steam Packet Inn, Topsham; Heavitree Arms, Bideford; Old Rydon Inn, Kingsteignton; Kings Arms, South Zeal; The Hub, Exeter; Dawlish Inn, Teignmouth and also a small piece of land at Sandford.

The combined result of sales of non current assets and assets held for sale realised a profit before tax of £781,000.

For a further review of the business please see the Chairman's statement on pages 6 and 7.

### Principal risks and uncertainties

The Group is exposed to a variety of financial, operational, economic and regulatory risks and uncertainties. The Group has risk management processes in place which are designed to identify and evaluate these risks and uncertainties based on the probability of them occurring and the impact they may have on the business. The Directors are aware that these risks and uncertainties may, either singularly or, collectively, affect the Group's revenue, costs, asset value, reputation or ability to meet its business objectives.

Some of the risks the Group faces are external and therefore beyond our control. Some risks may not be known at present or may be considered to be currently immaterial, but could develop into material risks in the future. The risk management processes are therefore designed to manage the risks which may have a material impact on our ability to meet our corporate objectives, rather than fully obviate all risks.

The Directors review the material or emerging risks on an ongoing basis.

Our main risks and how we manage them are shown below; however, this is not an exhaustive list of all the risks which we may face.

#### **General economic conditions**

The recent economic climate conditions have affected both consumer confidence and the levels of consumer spending across our industry. This has impacted the Group's revenues and could continue to do so if economic climate conditions persist or worsen.

The Group carries out regular reviews of the impact of economic conditions on its budget.

## Directors' report

### Principal risks and uncertainties (continued)

We continue to consider and provide necessary support to our estate as a whole, as well as providing support on a house by house basis where appropriate.

#### *Property valuations*

Continuing fluctuations in the UK property market as well as the effect of market conditions could reduce the value of the Group's property portfolio over time. These economic factors could also lead to a reduction in the value realised by the Group on the disposal of pubs, and have an impact on the amount of property held as security for the loan facility.

The Group continues to realise appropriate returns from disposals by disposing of less sustainable or less profitable pubs where appropriate. Where impairment indicators are identified, the Group carries out an impairment review on an individual pub basis. The Group carries out regular reviews of the property portfolio and is in regular contact with its debt provider.

#### *Pensions*

The Group operates a defined benefit pension scheme which must be funded to meet required benefit payments. Although closed to new members since 18 July 2002 and also to any future accrual since 5 April 2006, the scheme is nevertheless still subject to risk regarding the relative amount of the its assets, which are affected by the value of investments and the returns generated by them, compared with its liabilities, which are affected by changes in life expectancy, actual and expected price inflation, and changes in corporate bond yields. The difference in value between scheme assets and scheme liabilities may vary significantly in the short term, potentially resulting in an increased deficit being recognised on the Group's balance sheet.

#### *Licensing*

The Group is committed to ensuring that our properties meet all required licensing and other property regulatory requirements. The Group works closely with appropriate local Licensing Authorities to ensure that all licensing requirements are met and any changes are closely monitored.

### Financial Instruments

As at 31 October 2009 the Group's total borrowings were £5,000,000 (2008: £6,479,000) of which £5,000,000 was secured, and is now a non-current liability rather than repayable on demand.

The Directors continue to monitor and, where appropriate, take necessary action to minimise the Group's risk to interest rate exposure and to ensure sufficient working capital exists for the Group to operate efficiently. Debt is kept at a manageable level, with gearing no higher than necessary, whilst still enabling the Group to continue its investment strategy.

For further details of the Group's policy on financial instruments and management of financial risk refer to note 23.

The Group's capital management strategy is to maintain gearing as low as possible while still ensuring that borrowing requirements are sufficient to service its needs and allow it to invest in its houses at an appropriate level.

When monitoring gearing the Group uses the Directors' valuation as the basis of its asset value.

The Group currently has no intention of formally re-valuing its assets and will continue to use the Directors' valuation in monitoring gearing.

## Directors' report

### Future developments

Following the restructuring, the Group intends to concentrate fully on the running and development of its tenanted and leased estate with the intention of maximising the full potential of its houses. This may include development for alternative use where appropriate.

### Results and dividends

The profit for the year, after taxation, attributable to shareholders amounts to £1,111,000 (2008: £1,133,000).

The Directors propose a final dividend of 3.5p per share on the Ordinary and 'A' Limited Voting Ordinary Shares. An interim dividend of 3.5p (2008: nil) was paid in the year. The fixed dividend of 11.5p per share was paid on the preference shares in the year.

### Asset values

The Directors' estimated open market valuation for existing use basis of the portfolio of public houses at 31 October 2009 was £38.5m (2008: £44.1m). There are no houses currently marketed for sale.

### Purchase of own shares

The Company purchased no shares during the year.

### Environment

The Group is committed to the care of the environment and encourages its contractors and tenants to use energy efficient materials and practices wherever and whenever possible.

### Political donations

The Group made no donations to political parties in the year and has no intention of doing so in the foreseeable future.

### Charitable donations

During the year the Group made charitable donations totalling £6,400.

Of this amount, £6,000 was given to the Heavitree Brewery Charitable Trust which administers donations to various charities in its own right.

### Staff

The Group is committed to training and incentivising its staff. Various schemes including a share incentive plan and share options are in place. The shares in both of these schemes are held in trust. Bonus schemes are also in place as an added incentive. Various training programmes both internal and external, allow all staff to attain their maximum potential.

It is the Group's policy to give full consideration to suitable applications for employment by people with disabilities. Opportunities also exist for employees of the Group who become disabled to continue in their employment, training and career development, or to be found other positions in the Group's employment.

## Directors' report

### Directors

The Directors of the Company during the year ended 31 October 2009 were those listed on page 2.

G J Crocker and N H P Tucker are the Directors retiring by rotation under Article 14 and, being eligible, offer themselves for re-election.

M Pease-Watkin resigned as a Non-Executive Director on 8 May 2009.

K Pease-Watkin was appointed as a Non-Executive Director by the Board on 1 July 2009 and, under Article 14.6, offers herself for election by the shareholders at the Annual General Meeting.

### Directors' interests

The interests of the Directors and their spouses in the Company's shares as at 31 October 2009 were as follows:

|                | <i>Ordinary Shares</i> |                                                      | <i>'A' Limited Voting<br/>Ordinary Shares</i> |                                                      |
|----------------|------------------------|------------------------------------------------------|-----------------------------------------------|------------------------------------------------------|
|                | <i>31 October 2009</i> | <i>31 October 2008<br/>or at date of appointment</i> | <i>31 October 2009</i>                        | <i>31 October 2008<br/>or at date of appointment</i> |
| W P Tucker     | 53,750                 | 53,750                                               | 75,480                                        | 75,480                                               |
| N H P Tucker   | 799,607                | 799,607                                              | 230,385                                       | 386,385                                              |
| G J Crocker    | 57,392                 | 57,392                                               | 186,443                                       | 180,777                                              |
| T P Duncan     | 150,335                | 150,335                                              | 196,992                                       | 118,992                                              |
| R J Glanville  | -                      | -                                                    | 59,028                                        | 41,869                                               |
| K Pease-Watkin | 27,088                 | 27,088                                               | 76,638                                        | 76,638                                               |
| T Wheatley     | -                      | -                                                    | 16,703                                        | 12,645                                               |
|                |                        |                                                      |                                               |                                                      |

All these interests are beneficial, save for the following non-beneficial interests:

- (a) W P Tucker's interest in 53,750 (2008: 53,750) Ordinary Shares;
- (b) N H P Tucker's interest in 111,142 (2008: 111,142) Ordinary Shares and 151,000 (2008: 307,000) 'A' Limited Voting Ordinary Shares;
- (c) G J Crocker's interest in 57,392 (2008: 57,392) Ordinary Shares and 151,000 (2008: 151,000) 'A' Limited Voting Ordinary Shares; and
- (d) R J Glanville's interest in 37,810 (2008: 25,669) 'A' Limited Voting Ordinary Shares.

Included in these interests are the following joint holdings:

- (a) 53,750 (2008: 53,750) Ordinary Shares held jointly by W P Tucker and N H P Tucker; and
- (b) 57,392 (2008: 57,392) Ordinary Shares and 151,000 (2008: 151,000) 'A' Limited Voting Ordinary Shares held jointly by G J Crocker and N H P Tucker.

## Directors' report

### Directors' interests (continued)

At 31 October 2009, the following Directors held options to subscribe 'A' Limited Voting Ordinary Shares of the Company:

|               | <i>2009</i>       | <i>2008</i>       |
|---------------|-------------------|-------------------|
|               | <i>No.</i>        | <i>No.</i>        |
| G J Crocker   | 2,999             | 2,999             |
| R J Glanville | 2,295             | 2,295             |
| T Wheatley    | 2,295             | 2,295             |
|               | <u>          </u> | <u>          </u> |

Service contracts exist for each of the executive directors and contain either a one-year or a three-year notice period. Non-executive directors are appointed by letter for a fixed term of three years.

### Substantial interests

At 15 February 2010 the following interests of shareholders in excess of 3% of each class of ordinary share capital, other than directors, had been notified to the Company:

|                  | <i>Ordinary</i>   | <i>'A' Limited<br/>Voting<br/>Ordinary</i> |
|------------------|-------------------|--------------------------------------------|
| P A Benett       | 135,380           | 270,740                                    |
| R A Duncan       | -                 | 101,369                                    |
| R H Duncan       | 151,643           | 177,611                                    |
| Ms T C Tucker    | 78,010            | 178,205                                    |
| N H Rowlinson    | 99,392            | 393,400                                    |
| J E Pease-Watkin | 108,621           | -                                          |
|                  | <u>          </u> | <u>          </u>                          |

### Supplier payment policy and practice

It is the Company's policy that payments to suppliers are made in accordance with the terms and conditions agreed between the Company and its suppliers, provided that all trading terms and conditions have been complied with.

The number of days' purchases represented by trade creditors for the Company as at 31 October 2009 is 37 (2008: 37).

## Directors' report

### Directors' statement as to disclosure of information to auditors

The directors who were members of the board at the time of approving the directors' report are listed on page 2. Having made enquiries of fellow directors and of the Company's auditor, each of these directors confirms that:

- to the best of each director's knowledge and belief, there is no information relevant to the preparation of their report of which the Company's auditor is unaware; and
- each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the Company's auditor is aware of that information.

### Auditors

As noted in the Chairman's Statement accompanying the interim results for the six months ended 30 April 2009, Francis Clark were appointed as auditors following the resignation of Ernst & Young LLP. A resolution to re-appoint Francis Clark, which is in the process of converting itself into an LLP, as the Company's auditor will be put to the forthcoming Annual General Meeting.

By Order of the Board

R J Glanville  
Secretary  
16 February 2010

## Ten year review of profits and dividends

| <i>Year ended<br/>31 October</i> | <i>Profit<br/>before tax<br/>£000</i> | <i>Earnings<br/>per 5p share<br/>p</i> | <i>Dividends<br/>per 5p share<br/>p</i> |
|----------------------------------|---------------------------------------|----------------------------------------|-----------------------------------------|
| 2000                             | 1,623                                 | 20.4                                   | 8.75                                    |
| 2001                             | 1,678                                 | 23.7                                   | 8.75                                    |
| 2002                             | 973                                   | 12.8                                   | 8.75                                    |
| 2003                             | 1,265                                 | 18.9                                   | 9.25                                    |
| 2004                             | 1,586                                 | 20.1                                   | 9.50                                    |
| 2005                             | 1,298                                 | 18.4                                   | 9.50                                    |
| 2006                             | 2,195                                 | 34.0                                   | 11.0                                    |
| 2007 *                           | 2,653                                 | 38.9                                   | 11.5                                    |
| 2007 **                          | 2,680                                 | 39.4                                   | 11.5                                    |
| 2008                             | 1,022                                 | 21.9                                   | 7.0                                     |
| 2009                             | 1,253                                 | 21.7                                   | 7.0                                     |

### Notes:

1. Dividends per 5p share for all years include interim dividends and dividends proposed and subsequently declared in respect of the profits of each year.
2. From 2000 the earnings per share figures are both basic and diluted.
3. For 2006 the diluted earnings per share are 33.9p.
4. For 2007 the diluted earnings per share are 38.7p under UK GAAP and 39.2p under IFRS. For 2008 the diluted earning per share are 21.9p.
5. Figures up to 2006 are stated under UK GAAP, 2007 is stated under UK GAAP (\*) and IFRS (\*\*)  
and 2008 is under IFRS.

## Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the Group financial statements in accordance with applicable United Kingdom law and those International Financial Reporting Standards ("IFRSs") as adopted by the European Union.

The directors are required to prepare Group financial statements for each financial year which present fairly the financial position of the Group and the financial performance and cash flows of the Group for that period. In preparing those Group financial statements the directors are required to:

- select suitable accounting policies in accordance with IAS 8: *Accounting Policies, Changes in Accounting Estimates and Errors* and then apply them consistently;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group's financial position and financial performance; and
- state that the Group has complied with IFRSs, subject to any material departures disclosed and explained in the financial statements.

The directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the financial position of the Group and enable them to ensure that the Group financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# **Independent auditors' report**

## **to the members of The Heavitree Brewery PLC**

We have audited the Group financial statements of The Heavitree Brewery PLC for the year ended 31 October 2009 which comprise the Group income statement, the Group balance sheet, the Group statement of cash flows, the Group statement of recognised income and expense and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union. The Group financial statements have been prepared under the accounting policies set out therein.

We have reported separately on the parent company financial statements of The Heavitree Brewery PLC for the year ended 31 October 2009.

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders 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 set out on page 15, 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 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 (APB's) Ethical Standards for Auditors.

### **Scope of the Audit of the Financial Statements**

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 directors; and
- the overall presentation of the financial statements.

### **Opinion on Financial Statements**

In our opinion the Group financial statements:

- give a true and fair view of the state of the company's affairs as at 31 October 2009 and of its profit for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

# **Independent auditors' report**

## **to the members of The Heavitree Brewery PLC**

### **Opinion on Other Matters 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.

### **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.

CHRISTOPHER HICKS FCA (Senior Statutory Auditor)

For and on behalf of

**Francis Clark**

Chartered Accountants

Vantage Point

Woodwater Park

Pynes Hill

Exeter

EX2 5FD

16 February 2010

**Statutory Auditors**

The maintenance and integrity of The Heavitree Brewery PLC website is the responsibility of the directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## Group income statement

for the year ended 31 October 2009

|                                                                                    |              | <i>Discontinued<br/>Operations</i> | <i>Continuing<br/>Operations</i> | <i>Total</i>         | <i>Discontinued<br/>Operations</i> | <i>Continuing<br/>Operations</i> | <i>Total</i>         |
|------------------------------------------------------------------------------------|--------------|------------------------------------|----------------------------------|----------------------|------------------------------------|----------------------------------|----------------------|
|                                                                                    | <i>Notes</i> | <i>2009<br/>£000</i>               | <i>2009<br/>£000</i>             | <i>2009<br/>£000</i> | <i>2008<br/>£000</i>               | <i>2008<br/>£000</i>             | <i>2008<br/>£000</i> |
| <b>Revenue</b>                                                                     | 3            | 2,152                              | 7,058                            | 9,210                | 6,838                              | 6,276                            | 13,114               |
| Change in stocks                                                                   |              | (144)                              | -                                | (144)                | (33)                               | (13)                             | (46)                 |
| Other operating income                                                             | 5            | -                                  | 83                               | 83                   | -                                  | 63                               | 63                   |
| Purchase of inventories                                                            |              | (743)                              | (2,899)                          | (3,642)              | (2,756)                            | (2,130)                          | (4,886)              |
| Staff costs                                                                        | 9            | (766)                              | (1,234)                          | (2,000)              | (2,358)                            | (1,431)                          | (3,789)              |
| Depreciation of property,<br>plant and equipment                                   |              | (100)                              | (352)                            | (452)                | (244)                              | (318)                            | (562)                |
| Other operating charges                                                            |              | (678)                              | (1,331)                          | (2,009)              | (1,361)                            | (1,979)                          | (3,340)              |
|                                                                                    |              | (2,431)                            | (5,733)                          | (8,164)              | (6,752)                            | (5,808)                          | (12,560)             |
| <b>Group operating profit/(loss)</b>                                               | 6            | (279)                              | 1,325                            | 1,046                | 86                                 | 468                              | 554                  |
| Profit/(loss) on disposal of non-current<br>assets and assets held for sale        | 8            | (96)                               | 877                              | 781                  | 3                                  | 925                              | 928                  |
| Restructuring and refinancing costs                                                | 8            | (103)                              | (267)                            | (370)                | -                                  | -                                | -                    |
| <b>Group profit/(loss) before finance<br/>costs and taxation</b>                   |              | (478)                              | 1,935                            | 1,457                | 89                                 | 1,393                            | 1,482                |
| Finance income                                                                     | 10           | -                                  | 26                               | 26                   | -                                  | 34                               | 34                   |
| Finance costs                                                                      | 11           | -                                  | (153)                            | (153)                | -                                  | (420)                            | (420)                |
| Other finance costs – pensions                                                     | 29           | -                                  | (77)                             | (77)                 | -                                  | (74)                             | (74)                 |
|                                                                                    |              | -                                  | (204)                            | (204)                | -                                  | (460)                            | (460)                |
| <b>Profit/(loss) before taxation</b>                                               |              | (478)                              | 1,731                            | 1,253                | 89                                 | 933                              | 1,022                |
| Tax (expense)/credit                                                               | 12a          | 33                                 | (175)                            | (142)                | (9)                                | 120                              | 111                  |
| <b>Profit/(loss) for the year attributable<br/>to equity holders of the parent</b> |              | (445)                              | 1,556                            | 1,111                | 80                                 | 1,053                            | 1,133                |
| <b>Basic earnings per share</b>                                                    | 13           | (8.7)p                             | 30.4p                            | 21.7p                | 1.5p                               | 20.4p                            | 21.9p                |
| <b>Diluted earnings per share</b>                                                  | 13           | (8.7)p                             | 30.4p                            | 21.7p                | 1.5p                               | 20.4p                            | 21.9p                |

## Group statement of recognised income and expense

for the year ended 31 October 2009

|                                                                            | <i>Notes</i> | <i>2009</i><br>£000 | <i>2008</i><br>£000 |
|----------------------------------------------------------------------------|--------------|---------------------|---------------------|
| <b><i>Income and expense recognised directly in equity</i></b>             |              |                     |                     |
| Actuarial (losses)/gains on defined benefit pension plans                  | 29           | (1,456)             | 386                 |
| Tax credit/(expense) on items taken directly to or transferred from equity | 12a          | 410                 | (92)                |
| Exchange difference on retranslation of subsidiary                         | 26           | -                   | 2                   |
| Fair value adjustment                                                      | 26           | (8)                 | (54)                |
|                                                                            |              | <hr/>               | <hr/>               |
| <b><i>Net (expense) /income recognised directly in equity</i></b>          |              | (1,054)             | 242                 |
| <b><i>Profit for the year</i></b>                                          |              | 1,111               | 1,133               |
|                                                                            |              | <hr/>               | <hr/>               |
| <b><i>Total recognised income and expense for the year</i></b>             |              | 57                  | 1,375               |
|                                                                            |              | <hr/> <hr/>         | <hr/> <hr/>         |

**Group balance sheet**

at 31 October 2009

|                                      | <i>Notes</i> | <i>2009</i><br>£000 | <i>2008</i><br>£000 |
|--------------------------------------|--------------|---------------------|---------------------|
| <b>Non-current assets</b>            |              |                     |                     |
| Property, plant and equipment        | 15           | 13,683              | 14,682              |
| Financial assets                     | 16           | 50                  | 58                  |
| Deferred tax asset                   | 12c          | 598                 | 295                 |
|                                      |              | <u>14,331</u>       | <u>15,035</u>       |
| <b>Current assets</b>                |              |                     |                     |
| Inventories                          | 17           | 19                  | 163                 |
| Trade and other receivables          | 18           | 1,668               | 1,796               |
| Cash and short-term deposits         | 19           | 521                 | 324                 |
|                                      |              | <u>2,208</u>        | <u>2,283</u>        |
| <b>Assets held for sale</b>          | 15           | -                   | 795                 |
| <b>Total assets</b>                  |              | <u>16,539</u>       | <u>18,113</u>       |
| <b>Current liabilities</b>           |              |                     |                     |
| Trade and other payables             | 20           | (915)               | (1,582)             |
| Financial liabilities                | 21           | -                   | (6,479)             |
| Income tax payable                   | 12a          | (77)                | (104)               |
|                                      |              | <u>(992)</u>        | <u>(8,165)</u>      |
| <b>Non-current liabilities</b>       |              |                     |                     |
| Other payables                       | 20           | (272)               | (232)               |
| Financial liabilities                | 21           | (5,011)             | (11)                |
| Deferred tax liabilities             | 12c          | (261)               | (367)               |
| Defined benefit pension plan deficit | 29           | (2,088)             | (1,005)             |
|                                      |              | <u>(7,632)</u>      | <u>(1,615)</u>      |
| <b>Total liabilities</b>             |              | <u>(8,624)</u>      | <u>(9,780)</u>      |
| <b>Net assets</b>                    |              | <u>7,915</u>        | <u>8,333</u>        |

**Group balance sheet**

at 31 October 2009

|                                    | <i>Notes</i> | <i>2009</i>  | <i>2008</i>  |
|------------------------------------|--------------|--------------|--------------|
|                                    |              | <i>£000</i>  | <i>£000</i>  |
| <b><i>Capital and reserves</i></b> |              |              |              |
| Equity share capital               | 26           | 264          | 264          |
| Capital redemption reserve         | 26           | 673          | 673          |
| Treasury shares                    | 26           | (994)        | (1,248)      |
| Fair value adjustments reserve     | 26           | 30           | 38           |
| Currency translation               | 26           | 3            | 3            |
| Retained earnings                  | 26           | 7,939        | 8,603        |
| <b><i>Total equity</i></b>         |              | <u>7,915</u> | <u>8,333</u> |

The notes on pages 23 to 61 form part of the financial statements.

These accounts were approved by the Board of Directors and authorised for issue on 16 February 2010 and were signed on its behalf by

N H P TUCKER )  
G J CROCKER ) Directors

## Group statement of cash flows

for the year ended 31 October 2009

|                                                                                              | <i>Notes</i> | <i>2009</i> | <i>2008</i> |
|----------------------------------------------------------------------------------------------|--------------|-------------|-------------|
|                                                                                              |              | <i>£000</i> | <i>£000</i> |
| <b>Operating activities</b>                                                                  |              |             |             |
| Profit for the year                                                                          |              | 1,111       | 1,133       |
| Tax                                                                                          |              | 142         | (111)       |
| Net finance costs                                                                            |              | 204         | 460         |
| Profit on disposal of non current assets and assets held for sale                            |              | (781)       | (928)       |
| Depreciation and impairment of property, plant and equipment                                 |              | 452         | 767         |
| Share-based payments                                                                         | 25           | 13          | 13          |
| Difference between pension contributions paid and amounts recognised in the income statement |              | (450)       | (158)       |
| Decrease in inventories                                                                      |              | 144         | 47          |
| Increase/(decrease) in trade and other receivables                                           |              | 129         | (297)       |
| Decrease in trade and other payables                                                         |              | (626)       | (17)        |
|                                                                                              |              | <hr/>       | <hr/>       |
| Cash generated from operations                                                               |              | 338         | 909         |
| Income taxes paid                                                                            |              | (169)       | (169)       |
|                                                                                              |              | <hr/>       | <hr/>       |
| <b>Net cash flow from operating activities</b>                                               | 19           | 169         | 740         |
|                                                                                              |              | <hr/>       | <hr/>       |
| <b>Investing activities</b>                                                                  |              |             |             |
| Interest received                                                                            |              | 26          | 32          |
| Proceeds from sale of property, plant and equipment and assets held for sale                 |              | 2,184       | 2,252       |
| Payments to acquire property, plant and equipment                                            |              | (61)        | (1,558)     |
| Dividends received                                                                           |              | -           | 1           |
|                                                                                              |              | <hr/>       | <hr/>       |
| <b>Net cash flow from investing activities</b>                                               | 19           | 2,149       | 727         |
|                                                                                              |              | <hr/>       | <hr/>       |
| <b>Financing activities</b>                                                                  |              |             |             |
| Interest paid                                                                                |              | (153)       | (419)       |
| Preference dividend paid                                                                     |              | (1)         | (1)         |
| Dividends paid                                                                               | 14           | (537)       | (370)       |
| Repayment of loans from Directors                                                            |              | -           | (74)        |
| Consideration received by EBT on sale of shares                                              |              | 49          | 145         |
| Consideration paid by EBT on purchase of shares                                              |              | -           | (366)       |
| Repurchase of share capital                                                                  |              | -           | (1,899)     |
| Net movement in long-term borrowings                                                         |              | 5,000       | -           |
|                                                                                              |              | <hr/>       | <hr/>       |
| <b>Net cash flow from financing activities</b>                                               | 19           | 4,358       | (2,984)     |
|                                                                                              |              | <hr/>       | <hr/>       |
| <b>Increase/(decrease) in cash and cash equivalents</b>                                      |              | 6,676       | (1,517)     |
|                                                                                              |              | <hr/>       | <hr/>       |
| Cash and cash equivalents at the beginning of the year                                       | 19           | (6,155)     | (4,638)     |
|                                                                                              |              | <hr/>       | <hr/>       |
| <b>Cash and cash equivalents at the year end</b>                                             | 19           | 521         | (6,155)     |
|                                                                                              |              | <hr/> <hr/> | <hr/> <hr/> |

## Notes to the financial statements

for the year ended 31 October 2009

### 1. Authorisation of financial statements

The financial statements of The Heavitree Brewery PLC and its subsidiaries (the “Group”) for the year ended 31 October 2009 were authorised for issue by the board of directors on 16 February 2010 and the balance sheet was signed on the board’s behalf by N H P Tucker and G J Crocker. The Heavitree Brewery PLC is a public limited company incorporated and domiciled in England. The Company’s ordinary shares are traded on the AIM market of the London Stock Exchange.

The principal accounting policies adopted by the Group are set out in note 2.

### 2. Accounting policies and statement of compliance

#### *Basis of preparation*

The Group’s financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union as they apply to the financial statements of the Group for the year ended 31 October 2009 and applied in accordance with the Companies Act 2006. The parent company’s financial statements are shown separately on pages 62 to 80 and are prepared in accordance with United Kingdom Generally Accepted Accounting Practice. The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 October 2009.

#### *Key sources of estimation uncertainty*

The Group’s financial statements are presented in Sterling and all values are rounded to the nearest thousand pounds (£000) except when otherwise indicated.

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

#### *Pension benefits*

The cost of defined benefit pensions plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, expected rates of return on assets, future salary increases, mortality rates and future pension increases. Due to the long term nature of these plans, such estimates are subject to significant uncertainty. The net employee liability at 31 October 2009 is £2,088,000 (2008: £1,005,000). Further details are given in note 29.

#### *Share-based payments*

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Judgement is required in determining the most appropriate valuation model for a grant of equity instruments, depending on the terms and conditions of the grant. Management are also required to use judgement in determining the most appropriate inputs to the valuation model including expected life of the option, volatility and dividend yield. The assumptions and models used are disclosed in note 25.

## Notes to the financial statements

for the year ended 31 October 2009

### 2. Accounting policies (continued)

#### ***Basis of consolidation***

The Group financial statements consolidate the financial statements of The Heavitree Brewery PLC and the entities it controls (its subsidiaries) drawn up to 31 October each year.

Subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceases. Control comprises the power to govern the financial and operating policies of the investee so as to obtain benefit from its activities and is achieved through direct or indirect ownership of voting rights; currently exercisable or convertible potential voting rights; or by way of contractual agreement. The financial statements of subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting year as the parent company and are based on consistent accounting policies. All intragroup balances and transactions, including unrealised profits arising from them, are eliminated.

The assets of the Employee Share Option Scheme and the Employee Benefits Trust are fully consolidated within the financial statements.

#### ***Foreign currency***

On consolidation, the financial statements of the overseas subsidiary undertaking are translated at the year end rate of exchange, with the results translated at the average rate. Exchange differences arising on consolidation are dealt with in the currency translation reserve.

Cumulative translation differences for the overseas subsidiary undertaking were deemed to be zero as at the date of the transition to IFRS.

#### ***Property, plant and equipment***

Buildings, furniture and fittings, equipment and vehicles are stated at cost less accumulated depreciation and accumulated impairment losses. Cost comprises the aggregate amount paid and the fair value of any other consideration given to acquire the asset and includes costs directly attributable to making the asset capable of operating as intended.

Depreciation is provided on all property, plant and equipment, other than freehold land, on a straight-line basis at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

- Buildings - 2%
- Fixtures and fittings - 10% to 20%
- Computer equipment - 20% to 33<sup>1</sup>/<sub>3</sub>%
- Office equipment - 20%
- Vehicles - 25%

Freehold land is not depreciated.

An annual assessment of residual values is performed and there is no depreciable amount if residual values are the same as, or more than, book value. Residual values are based on the estimated amount which would be currently obtainable from disposal of the asset net of disposal costs if the asset were already of the age and condition expected at the end of its useful life.

The carrying values of property, plant and equipment are reviewed for impairment if events or changes in circumstances indicate the carrying value may not be recoverable, and are written down immediately to their recoverable amount. Useful lives and residual values are reviewed annually and where adjustments are required these are made prospectively.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the derecognition of the asset is included in the income statement in the period of derecognition.

## Notes to the financial statements

for the year ended 31 October 2009

### 2. Accounting policies (continued)

#### *Leases – lessor accounting*

Leases where the lessor retains a significant portion of the risks and benefits of ownership of the asset are classified as operating leases and rentals payable are charged in the income statement on a straight line basis over the lease term.

Assets leased out under operating leases are included in property, plant and equipment and depreciated over their estimated useful lives. Rental income, including the effect of lease incentives, is recognised on a straight line basis over the lease term.

Where the Group transfers substantially all the risks and benefits of ownership of the asset, the arrangement is classified as a finance lease and a receivable is recognised for the initial direct costs of the lease and the present value of the minimum lease payments. As payments fall due, finance income is recognised in the income statement so as to achieve a constant rate of return on the remaining net investment in the lease.

Where the Group determines an arrangement, that does not take the legal form of a lease but conveys a right to use an asset, is or contains a lease, that arrangement is accounted for in accordance with IAS 17.

#### *Non-current assets held for sale*

Non-current assets classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell and are not depreciated.

Non-current assets are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition. Management must be committed to the sale and completion should be expected within one year from the date of classification.

#### *Impairment of assets*

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used, these calculations corroborated by valuation multiples, or other available fair value indicators. Impairment losses are recognised in the income statement in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

## Notes to the financial statements

for the year ended 31 October 2009

### 2. Accounting policies (continued)

#### *Financial assets*

Financial assets are cash or a contractual right to receive cash or another financial asset from another entity or to exchange financial assets or liabilities with another entity under conditions that are potentially favourable to the entity. In addition, contracts that result in another entity delivering a variable number of its own equity instruments are financial assets. The Group assesses at each balance sheet date whether a financial asset or group of financial assets is impaired.

#### *Trade and other receivables*

Trade receivables, which generally have 30 day terms, are recognised and carried at the lower of their original invoiced value and recoverable amount. Where the time value of money is material, receivables are carried at amortised cost. Provision is made when there is objective evidence that the Group will not be able to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote.

#### *Available-for-sale financial assets*

Available-for-sale financial assets are those non-derivative financial assets that are designated as available for sale or are not classified as (a) loans and receivables, (b) held-to-maturity investments or (c) financial assets at fair value through profit or loss. After initial recognition, available-for-sale financial assets are measured at fair value with gains or losses being recognised as a separate component of equity until the investment is derecognised or until the investment is determined to be impaired at which time the cumulative gain or loss previously reported in equity is included in the income statement.

#### *Fair values*

The fair value of quoted investments is determined by reference to bid prices at the close of business on the balance sheet date. Where there is no active market, fair value is determined using valuation techniques. These include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; discounted cash flow analysis and pricing models. Otherwise assets will be carried at cost.

#### *Financial liabilities*

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

A financial liability exists where there is a contractual obligation to deliver cash or another financial asset to another entity, or to exchange financial assets or financial liabilities under potentially unfavourable economic conditions. In addition contracts which result in the Group delivering a variable number of its own equity instruments are financial liabilities. Equity instruments containing such obligations are classified as financial liabilities.

#### *Trade and other payables*

Trade payables are recognised and carried at their original invoiced value. Payables are not discounted to take into account the time value of money, as the effect is immaterial.

#### *Preference shares*

Preference shares are recognised as a liability in the balance sheet, net of transaction costs. The corresponding dividends on those shares are charged as finance costs in the income statement.

Preference shares are classified as a financial liability measured at amortised cost until they are extinguished on redemption.

## Notes to the financial statements

for the year ended 31 October 2009

### 2. Accounting policies (continued)

#### *Interest-bearing loans and borrowings*

Obligations for loans and borrowings are recognised when the Group becomes party to the related contracts and are measured initially at the fair value of consideration received less directly attributable transaction costs.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

Gains and losses arising on the repurchase, settlement or otherwise cancellation of liabilities are recognised respectively in finance income and finance cost.

#### ***Derecognition of financial assets and liabilities***

A financial asset or liability is generally derecognised when the contract that gives rise to it is settled, sold, cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, such that the difference in the respective carrying amounts together with any costs or fees incurred are recognised in the income statement.

#### ***Inventories***

Inventories are stated at the lower of cost and net realisable value. Cost includes purchase cost on a first-in, first-out basis. Net realisable value is based on estimated selling price less any further costs expected to be incurred to disposal.

#### ***Cash and cash equivalents***

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short term deposits with an original maturity of three months or less.

For the purpose of the consolidated cash flow statement, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

#### ***Income taxes***

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions:

- where the temporary difference arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss;
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future; and
- deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

## Notes to the financial statements

for the year ended 31 October 2009

### 2. Accounting policies (continued)

#### *Income taxes (continued)*

Deferred tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each balance sheet date. Deferred tax assets and liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities, the deferred taxes relate to the same taxation authority and that authority permits the group to make a single net payment.

Income tax is charged or credited directly to equity if it relates to items that are credited or charged to equity. Otherwise income tax is recognised in the income statement.

#### *Pensions and other post-retirement benefits*

The Company maintains a defined benefit pension scheme for the funding of retirement benefits for scheme members during their working lives in order to pay benefits to them after retirement and to their dependants after their death. The scheme was closed to new members on 18 July 2002 and there has been no future accrual since 5 April 2006.

The cost of providing benefits under the defined benefit scheme is determined using the projected unit credit method, which attributes entitlement to benefits to the current period (to determine current service cost) and to the current and prior periods (to determine the present value of defined benefit obligation) and is based on actuarial advice. A full actuarial valuation is obtained at least triennially and is updated at each balance sheet date. Past service costs are recognised in the income statement on a straight-line basis over the vesting period or immediately if the benefits have vested. When a settlement (eliminating all obligations for benefits already accrued) or a curtailment (reducing future obligations as a result of a material reduction in the scheme membership or a reduction in future entitlement) occurs, the obligation and related plan assets are re-measured using current actuarial assumptions and the resultant gain or loss recognised in the income statement during the period in which the settlement or curtailment occurs.

The interest element of the defined benefit cost represents the change in present value of scheme obligations resulting from the passage of time, and is determined by applying the discount rate to the opening present value of the benefit obligation, taking into account material changes in the obligation during the year. The expected return on plan assets is based on an assessment made at the beginning of the year of long-term market returns on scheme assets, adjusted for the effect on the fair value of plan assets, of contributions received and benefits paid during the year. The difference between the expected return on plan assets and the interest cost is recognised in the income statement as other finance revenue or cost.

The group has applied the option in IAS 19 to recognise actuarial gains and losses in full in the statement of recognised income and expense in the period in which they occur.

The defined benefit pension asset or liability in the balance sheet comprises the total of the present value of the defined benefit obligation (using a discount rate based on high quality corporate bonds), less any past service cost not yet recognised and less the fair value of plan assets out of which the obligations are to be settled directly. Fair value is based on market price information and in the case of quoted securities is the published bid price. The value of a net pension benefit asset is restricted to the sum of any unrecognised past service costs and the present value of any amount the Group expects to recover by way of refunds from the plan or reductions in the future contributions.

Contributions to defined contribution schemes are recognised in the income statement in the period in which they become payable.

## Notes to the financial statements

for the year ended 31 October 2009

### 2. Accounting policies (continued)

#### *Pensions and other post-retirement benefits (continued)*

Both the Company and Heavitree Inns Limited operated an employer-sponsored personal pension arrangement. Contributions are charged to the income statement as they become payable in accordance with the rules of the scheme.

The Company provides discretionary additional post-retirement benefits to retired employees. The benefits, which are entirely discretionary, are reviewed on an annual basis and charged to the income statement during the year in which they are made available.

#### *Treasury shares*

The Heavitree Brewery PLC shares held by the Group are classified in equity as “treasury shares” and are recognised at cost. Consideration received for the sale of such shares is also recognised in equity, with any difference between the proceeds from sale and the original cost being taken to revenue reserves. No gain or loss is recognised in the performance statements on the purchase, sale, issue or cancellation of equity shares.

#### *Revenue recognition*

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, VAT and other sales taxes. The following criteria must also be met before revenue is recognised:

#### *Drink and food sales*

Revenue in respect of drink and food sales is recognised at the point at which the goods are provided, net of any discounts or volume rebates allowed.

#### *Rents receivable*

Rents receivable are recognised on a straight-line basis over the lease term.

#### *Machine income*

The Group's share of net machine income is recognised in the period to which it relates.

#### *Dividends*

Revenue is recognised when the Group's right to receive payment is established.

#### *Finance income*

Revenue is recognised as interest accrues using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to its net carrying amount.

#### *Exceptional items*

The Group presents as exceptional items on the face of the income statement, those material items of income and expense which, because of the nature and expected infrequency of the events giving rise to them, merit separate presentation to allow shareholders to understand better the elements of financial performance in the year, so as to facilitate comparison with prior periods and to assess better trends in financial performance.

#### *Borrowing costs*

Borrowing costs are recognised as an expense when incurred.

## Notes to the financial statements

for the year ended 31 October 2009

### 2. Accounting policies (continued)

#### **Share-based payments**

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted and is recognised as an expense over the vesting period, which ends on the date on which the relevant employees become fully entitled to the award. Fair value is determined using an appropriate pricing model. In valuing equity-settled transactions, no account is taken of any vesting conditions, other than conditions linked to the price of the shares of the Company (market conditions).

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

At each balance sheet date before vesting, the cumulative expense is calculated, representing the extent to which the vesting period has expired and management's best estimate of the achievement or otherwise of non-market conditions and of the number of equity instruments that will ultimately vest or in the case of an instrument subject to a market condition, be treated as vesting as described above. The movement in cumulative expense since the previous balance sheet date is recognised in the income statement, with a corresponding entry in equity.

Where the terms of an equity-settled award are modified or a new award is designated as replacing a cancelled or settled award, the cost based on the original award terms continues to be recognised over the original vesting period. In addition, an expense is recognised over the remainder of the new vesting period for the incremental fair value of any modification, based on the difference between the fair value of the original award and the fair value of the modified award, both as measured on the date of modification. No reduction is recognised if this difference is negative.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any cost not yet recognised in the income statement for the award is expensed immediately. Any compensation paid up to the fair value of the award at the cancellation or settlement date is deducted from equity, with any excess over fair value being treated as an expense in the income statement.

The Group has taken advantage of the exemption in IFRS 1 in respect of equity-settled awards so as to apply IFRS 2 only to those equity-settled awards granted after 7 November 2002 that had not vested before 1 November 2006, the Group's date of transition to IFRS.

#### **New standards and interpretations not applied**

The IASB and IFRIC have issued the following standards and interpretations with an effective date after the date of these financial statements:

| <b>International Accounting Standards (IAS/IFRSs)</b>                                       | <b>Effective date *</b> |
|---------------------------------------------------------------------------------------------|-------------------------|
| IFRS 2    Amendment to IFRS 2 – Vesting Conditions and Cancellations                        | 1 January 2009          |
| IFRS 3    Business Combinations (revised)                                                   | 1 July 2009             |
| IFRS 8    Operating Segments                                                                | 1 January 2009          |
| IFRS 9    Financial Instruments                                                             | 1 January 2013          |
| IAS 1    Presentation of Financial Statements (revised)                                     | 1 January 2009          |
| IAS 23    Amendment - Borrowing Costs                                                       | 1 January 2009          |
| IAS 27    Consolidated and Separate Financial Statements (revised)                          | 1 July 2009             |
| IAS 32    Amendment – Puttable Financial Instruments and Obligations Arising on Liquidation | 1 January 2009          |

## Notes to the financial statements

for the year ended 31 October 2009

### 2. Accounting policies (continued)

| <i>New standards and interpretations not applied (continued)</i>                  | <b>Effective date *</b> |
|-----------------------------------------------------------------------------------|-------------------------|
| IAS 39 Amendment – Eligible Hedged Items                                          | 1 July 2009             |
| Annual improvements to IFRS                                                       | 1 January 2009          |
| IFRS 1 and IAS 27 Amendment – Cost of Investment in separate financial statements | 1 January 2009          |
| <b>International Financial Reporting Interpretations Committee (IFRIC)</b>        |                         |
| IFRIC 15 Agreements for the Construction of Real Estate                           | 1 January 2009          |
| IFRIC 17 Distributions of Non-Cash Assets to Owners                               | 1 July 2009             |
| IFRIC 18 Transfer of assets from customers                                        | 1 July 2009             |
| IFRIC 19 Extinguishing financial liabilities with equity instruments              | 1 July 2009             |

\* The effective dates stated here are those given in the original IASB/IFRIC standards and interpretations.

IAS 23 has been revised to require capitalisation of borrowing costs when such costs relate to a qualifying asset. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale. In accordance with the transitional provisions in the Standard, the Group will adopt this as a prospective change. Accordingly, borrowing costs will be capitalised on qualifying assets with a commencement date of 1 January 2009. No changes will be made for borrowing costs incurred prior to this date that have been expensed.

Whilst the revised IAS 1 will have no impact on the measurement of the Group's results or net assets it is likely to result in certain changes in the presentation of the Group's financial statements from 2010 onwards.

IFRS 8 requires disclosure based on information presented to the board. This is not expected to change the business segments about which information is given.

The amendment to IFRS 2 restricts the definition of vesting conditions to include only service conditions (requiring a specified period of service to be completed) and performance conditions (requiring the other party to achieve a personal goal or contribute to achieving a corporate target). All other features are non-vesting conditions which are to be reflected in the grant date fair value of the award. Failure to achieve such a condition was previously regarded as a forfeiture (giving rise to a reversal of amounts previously charged to profit). Under the amended version of IFRS 2, if the failure to meet a non-vesting condition is within the control of the entity or the counterparty it must be treated as a cancellation which results in an acceleration of the expected charge. If the failure is not within the control of either party and all other vesting conditions have been met, the award will continue to be expensed over the remaining vesting period. The amendment is mandatory for periods beginning on or after 1 January 2009 with full retrospective effect and the Group is currently assessing its impact on the financial statements, although it is not expected to be material.

The Group does not anticipate early adopting the revised IFRS 3 and so will apply it prospectively to all business combinations on or after 1 November 2009.

## Notes to the financial statements

for the year ended 31 October 2009

### 2. Accounting policies (continued)

#### *New standards and interpretations not applied (continued)*

IAS 27 revised is effective for annual periods beginning on or after 1 July 2009, with earlier application only permitted when the revised IFRS 3 is applied. The revised standard applies retrospectively with some exceptions. IAS 27 revised no longer restricts the allocation to minority interest of losses incurred by a subsidiary to the amount of the non-controlling equity investment in the subsidiary. A partial disposal of an equity interest in a subsidiary that does not result in a loss of control will be accounted for as an equity transaction and will have no impact on goodwill nor will it give rise to any gain or loss. Where there is loss of control of a subsidiary, any retained interest will have to be re-measured to fair value, which will impact the gain or loss recognised on disposal. The Group is currently assessing the impact on its financial statements from adopting IAS 27 revised.

IFRS 9 is part of the IASB's wider project to replace IAS 39 and retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortised cost and fair value. The standard is effective for annual periods beginning on or after 1 January 2013 and the Group is currently assessing its impact on the financial statements, although it is not expected to be material.

The Directors do not anticipate that the adoption of the remaining standards and interpretations will have a material impact on the Group's financial statements in the period of initial application.

As the Group has elected to prepare its financial statements in accordance with IFRS as adopted by the European Union, the application of new standards and interpretations will be subject to their having been endorsed for use in the EU via the EU Endorsement mechanism. In the majority of cases this will result in an effective date consistent with that given in the original standard or interpretation but the need for endorsement restricts the Group's discretion to early adopt standards.

### 3. Revenue

Revenue recognised in the income statement is analysed as follows.

|                                | 2009  | 2008   |
|--------------------------------|-------|--------|
|                                | £000  | £000   |
| Sale of goods                  | 4,894 | 4,295  |
| Rendering of services          | 2,152 | 6,838  |
| Rents from licensed properties | 2,164 | 1,981  |
|                                | 9,210 | 13,114 |
|                                | 9,210 | 13,114 |

Sale of goods comprises the invoiced values of beers and ciders supplied by the Group to tenants, together with gaming machine revenue. Rendering of services comprises managed houses retail sales and accommodation receipts. All revenue is derived from the United Kingdom. No revenue was derived from exchanges of goods or services (2008: £nil).

## Notes to the financial statements

for the year ended 31 October 2009

### 4. Segment information

#### *Primary reporting format – business segments*

The primary segmental reporting format is determined to be business segments as the Group's risks and rates of return are affected predominantly by differences in the products and services provided.

During the year the Group operated in two business segments - leased estate and managed estate.

Leased estate represents properties which were leased to tenants to operate independently from the Group.

Managed estate represents properties which were owned, operated and maintained by the Group, and represents the discontinued operations.

| <b>Year ended 31 October 2009</b> | <i>Leased</i> | <i>Managed</i> | <i>Eliminations</i> | <i>Total</i>   |
|-----------------------------------|---------------|----------------|---------------------|----------------|
|                                   | <i>£000</i>   | <i>£000</i>    | <i>£000</i>         | <i>£000</i>    |
| <b>Revenue</b>                    |               |                |                     |                |
| Sales to external customers       | 7,058         | 2,152          | -                   | 9,210          |
| Inter-segment sales               | 357           | -              | (357)               | -              |
| <b>Segment revenue</b>            | <u>7,415</u>  | <u>2,152</u>   | <u>(357)</u>        | <u>9,210</u>   |
| <b>Results</b>                    |               |                |                     |                |
| Segment result                    | 1,858         | (478)          | -                   | 1,380          |
| Unallocated expenses              |               |                |                     | (127)          |
| <b>Profit before taxation</b>     |               |                |                     | <u>1,253</u>   |
| Tax expense                       |               |                |                     | (142)          |
| <b>Profit for the year</b>        |               |                |                     | <u>1,111</u>   |
| <b>Assets and liabilities</b>     |               |                |                     |                |
| Segment assets                    | 15,941        | -              | -                   | 15,941         |
| Unallocated assets                |               |                |                     | 598            |
| <b>Total assets</b>               |               |                |                     | <u>16,539</u>  |
| Segment liabilities               | (8,259)       | -              | -                   | (8,259)        |
| Unallocated liabilities           |               |                |                     | (365)          |
| <b>Total liabilities</b>          |               |                |                     | <u>(8,624)</u> |

## Notes to the financial statements

for the year ended 31 October 2009

### 4. Segment information (continued)

*Primary reporting format – business segments (continued)*

|                                   | <i>Leased</i> | <i>Managed</i> | <i>Eliminations</i> | <i>Total</i>   |
|-----------------------------------|---------------|----------------|---------------------|----------------|
|                                   | <i>£000</i>   | <i>£000</i>    | <i>£000</i>         | <i>£000</i>    |
| <b>Other segment information</b>  |               |                |                     |                |
| Capital expenditure:              |               |                |                     |                |
| Property, plant and equipment     | 57            | 4              | -                   | 61             |
| Depreciation                      | 352           | 100            | -                   | 452            |
| <br>                              |               |                |                     |                |
| <b>Year ended 31 October 2008</b> |               |                |                     |                |
|                                   | <i>Leased</i> | <i>Managed</i> | <i>Eliminations</i> | <i>Total</i>   |
|                                   | <i>£000</i>   | <i>£000</i>    | <i>£000</i>         | <i>£000</i>    |
| <b>Revenue</b>                    |               |                |                     |                |
| Sales to external customers       | 6,276         | 6,838          | -                   | 13,114         |
| Inter-segment sales               | 1,262         | -              | (1,262)             | -              |
| <b>Segment revenue</b>            | <u>7,538</u>  | <u>6,838</u>   | <u>(1,262)</u>      | <u>13,114</u>  |
| <br>                              |               |                |                     |                |
| <b>Results</b>                    |               |                |                     |                |
| Segment result                    | 1,319         | 89             | -                   | 1,408          |
| Unallocated expenses              |               |                |                     | (386)          |
| <b>Profit before taxation</b>     |               |                |                     | <u>1,022</u>   |
| Tax credit                        |               |                |                     | 111            |
| <b>Profit for the year</b>        |               |                |                     | <u>1,133</u>   |
| <br>                              |               |                |                     |                |
| <b>Assets and liabilities</b>     |               |                |                     |                |
| Segment assets                    | 17,184        | 1,462          | (828)               | 17,818         |
| Unallocated assets                |               |                |                     | 295            |
| <b>Total assets</b>               |               |                |                     | <u>18,113</u>  |
| <br>                              |               |                |                     |                |
| Segment liabilities               | (8,741)       | (1,396)        | 828                 | (9,309)        |
| Unallocated liabilities           |               |                |                     | (471)          |
| <b>Total liabilities</b>          |               |                |                     | <u>(9,780)</u> |

## Notes to the financial statements

for the year ended 31 October 2009

### 4. Segment information (continued)

| <b>Other segment information</b>   | <i>Leased</i> | <i>Managed</i> | <i>Eliminations</i> | <i>Total</i> |
|------------------------------------|---------------|----------------|---------------------|--------------|
|                                    | <i>£000</i>   | <i>£000</i>    | <i>£000</i>         | <i>£000</i>  |
| Capital expenditure:               |               |                |                     |              |
| Property, plant and equipment      | 1,304         | 254            | -                   | 1,558        |
| Depreciation                       | 318           | 244            | -                   | 562          |
| Impairment of assets held for sale | 205           | -              | -                   | 205          |

#### **Secondary reporting format – geographical segments**

The following tables present revenue, expenditure and certain asset information regarding the Group's geographical segments for the years ended 31 October 2009 and 2008. Revenue is based on the geographical location of customers and assets are based on the geographical location of the asset.

| <b>Year ended 31 October 2009</b> | <i>UK</i>         | <i>United States</i> | <i>Total</i>      |
|-----------------------------------|-------------------|----------------------|-------------------|
|                                   | <i>£000</i>       | <i>£000</i>          | <i>£000</i>       |
| <b>Revenue</b>                    |                   |                      |                   |
| Sales to external customers       | 9,210             | -                    | 9,210             |
|                                   | <u>          </u> | <u>          </u>    | <u>          </u> |
| <b>Other segment information</b>  |                   |                      |                   |
| Segment assets                    | 15,890            | 51                   | 15,941            |
| Unallocated assets                |                   |                      | 598               |
|                                   |                   |                      | <u>          </u> |
| <b>Total assets</b>               |                   |                      | <u>16,539</u>     |
|                                   |                   |                      | <u>          </u> |
| Capital expenditure               |                   |                      |                   |
| Property, plant and equipment     | 61                | -                    | 61                |
|                                   |                   |                      | <u>          </u> |
| <b>Year ended 31 October 2008</b> |                   | <i>United States</i> | <i>Total</i>      |
|                                   | <i>UK</i>         | <i>£000</i>          | <i>£000</i>       |
|                                   | <i>£000</i>       |                      |                   |
| <b>Revenue</b>                    |                   |                      |                   |
| Sales to external customers       | 13,114            | -                    | 13,114            |
|                                   | <u>          </u> | <u>          </u>    | <u>          </u> |
| <b>Other segment information</b>  |                   |                      |                   |
| Segment assets                    | 17,753            | 65                   | 17,818            |
| Unallocated assets                |                   |                      | 295               |
|                                   |                   |                      | <u>          </u> |
| <b>Total assets</b>               |                   |                      | <u>18,113</u>     |
|                                   |                   |                      | <u>          </u> |
| Capital expenditure               |                   |                      |                   |
| Property, plant and equipment     | 1,537             | 21                   | 1,558             |

## Notes to the financial statements

for the year ended 31 October 2009

### 5. Other operating income

|                                  | <i>2009</i>       | <i>2008</i>       |
|----------------------------------|-------------------|-------------------|
|                                  | <i>£000</i>       | <i>£000</i>       |
| Rents from unlicensed properties | 83                | 63                |
|                                  | <u>          </u> | <u>          </u> |

### 6. Operating profit

This is stated after charging:

|                                                                              | <i>2009</i>       | <i>2008</i>       |
|------------------------------------------------------------------------------|-------------------|-------------------|
|                                                                              | <i>£000</i>       | <i>£000</i>       |
| Depreciation of property, plant and equipment                                | 452               | 562               |
| Impairment of assets held for sale (included within other operating charges) | -                 | 205               |
| Repairs and maintenance of properties                                        | 609               | 659               |
|                                                                              | <u>          </u> | <u>          </u> |
| Cost of inventories recognised as an expense (included in cost of sales)     | 3,642             | 4,886             |
|                                                                              | <u>          </u> | <u>          </u> |

### 7. Auditors' remuneration

The Group paid the following amounts to its auditors in respect of the audit of the financial statements and for other services provided to the Group.

|                                                      | <i>2009</i>       | <i>2008</i>       |
|------------------------------------------------------|-------------------|-------------------|
|                                                      | <i>£000</i>       | <i>£000</i>       |
| Audit of the group financial statements              | 46                | 42                |
| Other fees to auditors                               |                   |                   |
| - auditing the accounts of subsidiaries              | 8                 | 8                 |
| - audit of the group pension schemes                 | 2                 | 3                 |
| - other services relating to taxation                | 7                 | 8                 |
| - all other services                                 | 2                 | 74                |
|                                                      | <u>          </u> | <u>          </u> |
|                                                      | 19                | 93                |
| Other fees to previous auditors – all other services | 3                 | -                 |
|                                                      | <u>          </u> | <u>          </u> |
|                                                      | 68                | 135               |
|                                                      | <u>          </u> | <u>          </u> |

## Notes to the financial statements

for the year ended 31 October 2009

### 8. Exceptional items

|                                                       | 2009         | 2008       |
|-------------------------------------------------------|--------------|------------|
|                                                       | £000         | £000       |
| <i>Recognised after arriving at operating profit:</i> |              |            |
| (Loss)/profit on disposal of non-current assets       | (47)         | 198        |
| Profit on disposal of assets held for sale            | 828          | 730        |
|                                                       | <u>781</u>   | <u>928</u> |
| Restructuring and refinancing costs                   | <u>(370)</u> | <u>-</u>   |

(Loss)/profit on disposal of non-current assets in this case represents gains and losses on disposal of property, plant and equipment. Gains and losses on disposal of property, plant and equipment are classified as exceptional on the basis that they arise from transactions to dispose of assets other than at the end of their expected useful lives or at values significantly different to their previously assessed residual value.

### 9. Staff costs and directors' emoluments

#### (a) Staff costs

|                               | 2009         | 2008         |
|-------------------------------|--------------|--------------|
|                               | £000         | £000         |
| Wages and salaries            | 1,593        | 3,187        |
| Social security costs         | 155          | 246          |
| Other pension costs (note 29) | 252          | 356          |
|                               | <u>2,000</u> | <u>3,789</u> |

Included in wages and salaries is a total expense of share-based payments of £12,727 (2008: £13,488) of which £12,727 (2008: £13,488) arises from transactions accounted for as equity-settled share-based payment transactions.

Included in other pension costs is £204,245 (2008: £242,813) in respect of the defined contribution scheme.

The average monthly number of employees during the year was made up as follows:

|                                     | 2009      | 2008       |
|-------------------------------------|-----------|------------|
|                                     | No.       | No.        |
| Average monthly number of employees | <u>97</u> | <u>211</u> |

## Notes to the financial statements

for the year ended 31 October 2009

### 9. Staff costs and directors' emoluments (continued)

#### (b) Directors' emoluments

|                                                                         | 2009<br>£000 | 2008<br>£000 |
|-------------------------------------------------------------------------|--------------|--------------|
| Salaries                                                                | 336          | 342          |
| Fees                                                                    | 46           | 47           |
| Performance-related bonuses                                             | 45           | -            |
| Benefits                                                                | 63           | 64           |
|                                                                         | <u>490</u>   | <u>453</u>   |
| Company contributions paid in respect of money purchase schemes         | <u>149</u>   | <u>147</u>   |
| Aggregate gains made by directors on the exercise of options            | <u>-</u>     | <u>-</u>     |
| Share-based payments                                                    | <u>5</u>     | <u>5</u>     |
| Number of directors accruing benefits under:<br>Defined benefit schemes | <u>-</u>     | <u>-</u>     |
| Defined contribution schemes                                            | <u>4</u>     | <u>4</u>     |

The performance-related bonuses comprise payments under the Company's bonus scheme and are dependent upon the level of profits in the year.

The emoluments (excluding pension contributions) of the highest paid director totalled £132,726 (2008: £120,976).

The highest paid director has an accrued pension entitlement of £87,865 as at 31 October 2009 (2008: £87,865), arising from past membership of the defined benefit scheme which is no longer active.

### 10. Finance income

|                                   | 2009<br>£000 | 2008<br>£000 |
|-----------------------------------|--------------|--------------|
| Interest on income tax receivable | -            | 11           |
| Other interest                    | 26           | 22           |
| Income from financial assets      | -            | 1            |
|                                   | <u>26</u>    | <u>34</u>    |

## Notes to the financial statements

for the year ended 31 October 2009

### 11. Finance costs

|                                                                  | 2009<br>£000 | 2008<br>£000 |
|------------------------------------------------------------------|--------------|--------------|
| Interest on bank loans and overdrafts                            | 147          | 404          |
| Interest on other loans (including cumulative preference shares) | 6            | 16           |
| Total finance costs                                              | <u>153</u>   | <u>420</u>   |

### 12. Taxation

#### (a) Tax on profit on ordinary activities

Tax expensed/(credited) in the income statement

|                                                                        | 2009<br>£000 | 2008<br>£000 |
|------------------------------------------------------------------------|--------------|--------------|
| <i>Current income tax:</i>                                             |              |              |
| UK corporation tax                                                     | 77           | 104          |
| Amounts overprovided in previous years                                 | (4)          | (352)        |
| Tax paid by Employee Benefits Trust                                    | 69           | -            |
| Total current income tax                                               | <u>142</u>   | <u>(248)</u> |
| <i>Deferred tax:</i>                                                   |              |              |
| Origination and reversal of temporary differences                      | -            | 137          |
| Total deferred tax                                                     | <u>-</u>     | <u>137</u>   |
| <b>Tax expense/(credit) in the income statement</b>                    | <u>142</u>   | <u>(111)</u> |
| <b>Tax relating to items expensed or credited to equity</b>            |              |              |
| <i>Deferred tax:</i>                                                   |              |              |
| Deferred tax on defined benefit pensions scheme                        | (408)        | 108          |
| Deferred tax on gain on financial asset                                | (2)          | (16)         |
| Total deferred tax                                                     | <u>(410)</u> | <u>92</u>    |
| Tax (credit)/expense in the statement of recognised income and expense | <u>(410)</u> | <u>92</u>    |

## Notes to the financial statements

for the year ended 31 October 2009

### 12. Taxation (continued)

#### *(b) Reconciliation of the total tax expense/(credit)*

The tax expense/(credit) in the income statement for the year is lower than the standard rate of corporation tax in the UK of 28% (2008: 28.83%). The differences are reconciled below:

|                                                                                               | 2009<br>£000 | 2008<br>£000 |
|-----------------------------------------------------------------------------------------------|--------------|--------------|
| Accounting profit before income tax                                                           | 1,253        | 1,022        |
| Accounting profit multiplied by the UK standard rate of corporation tax of 28% (2008: 28.83%) | 351          | 295          |
| Expenses not deductible for tax purposes                                                      | 37           | 52           |
| Tax overprovided in previous years                                                            | (4)          | (352)        |
| Other                                                                                         | (38)         | (20)         |
| Capital gains (effects of indexation and rebasing)                                            | (273)        | (86)         |
| Tax paid by Employee Benefits Trust                                                           | 69           | -            |
| Total tax expense/(credit) reported in the income statement                                   | 142          | (111)        |

#### *(c) Deferred tax*

The deferred tax included in the balance sheet is as follows:

|                                      | 2009<br>£000 | 2008<br>£000 |
|--------------------------------------|--------------|--------------|
| <b><i>Deferred tax liability</i></b> |              |              |
| Accelerated capital allowances       | 119          | 223          |
| Gain on financial assets             | 2            | 4            |
| Rolled over gain                     | 140          | 140          |
|                                      | 261          | 367          |
| <b><i>Deferred tax asset</i></b>     |              |              |
| Pension plans                        | 585          | 282          |
| Holiday pay                          | 13           | 13           |
|                                      | 598          | 295          |

## Notes to the financial statements

for the year ended 31 October 2009

### 12. Taxation (continued)

The deferred tax included in the Group income statement is as follows:

|                                             | 2009     | 2008       |
|---------------------------------------------|----------|------------|
|                                             | £000     | £000       |
| <b>Deferred tax in the income statement</b> |          |            |
| Accelerated capital allowances              | (104)    | (20)       |
| Holiday pay                                 | -        | (7)        |
| Pension plans                               | 104      | 24         |
| In respect of rolled over gain              | -        | 140        |
|                                             | <u>-</u> | <u>137</u> |
| Deferred income tax expense                 | <u>-</u> | <u>137</u> |

A potential deferred tax asset of £154,000 (2008: £150,000) in respect of overseas losses incurred by Heavitree Inc has not been recognised as it is not anticipated that these losses will be fully utilised in the foreseeable future.

### 13. Earnings per share

Basic earnings per share amounts are calculated by dividing profit for the year attributable to ordinary equity holders of the parent by the weighted average number of Ordinary shares and 'A' Limited Voting Ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the profit attributable to ordinary equity holders of the parent by the weighted average number of Ordinary shares and 'A' Limited Voting Ordinary shares outstanding during the year as diluted for the share options in issue.

The following reflects the income and shares data used in the basic and diluted earnings per share computations:

|                                                                     | 2009         | 2008         |
|---------------------------------------------------------------------|--------------|--------------|
|                                                                     | £000         | £000         |
| Profit for the year                                                 | 1,111        | 1,133        |
|                                                                     | <u>1,111</u> | <u>1,133</u> |
|                                                                     | 2009         | 2008         |
|                                                                     | No.          | No.          |
|                                                                     | (000)        | (000)        |
| Basic weighted average number of shares (excluding treasury shares) | 5,117        | 5,165        |
| Dilutive potential ordinary shares:                                 |              |              |
| Employee share options                                              | -            | -            |
|                                                                     | <u>5,117</u> | <u>5,165</u> |
| Diluted weighted average number of shares                           | <u>5,117</u> | <u>5,165</u> |

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of completion of these financial statements.

Employee share options could potentially dilute basic earnings per share in the future but are not included in the 2009 calculation of dilutive earnings per share because they are antidilutive for the period presented.

## Notes to the financial statements

for the year ended 31 October 2009

### 14. Dividends paid and proposed

|                                                                                      | 2009 | 2008 |
|--------------------------------------------------------------------------------------|------|------|
|                                                                                      | £000 | £000 |
| <i>Declared and paid during the year:</i>                                            |      |      |
| Equity dividends on ordinary shares:                                                 |      |      |
| Final dividend for 2008: 7p (2007: 7p)                                               | 369  | 381  |
| First dividend for 2009: 3.5p (2008: nil)                                            | 185  | -    |
| Less: dividends on shares held within employee share schemes                         | (17) | (11) |
| Dividends paid                                                                       | 537  | 370  |
|                                                                                      | 537  | 370  |
| <i>Proposed for approval at AGM (not recognised as a liability as at 31 October)</i> |      |      |
| Final dividend for 2009: 3.5p (2008: 7p)                                             | 180  | 357  |
|                                                                                      | 180  | 357  |
|                                                                                      | 180  | 357  |
| Cumulative preference dividends                                                      | 1    | 1    |
|                                                                                      | 1    | 1    |
|                                                                                      | 1    | 1    |

## Notes to the financial statements

for the year ended 31 October 2009

### 15. Property, plant and equipment

|                                                    | <i>Land and<br/>buildings</i><br>£000 | <i>Furniture<br/>and fittings</i><br>£000 | <i>Equipment<br/>and vehicles</i><br>£000 | <i>Total</i><br>£000 |
|----------------------------------------------------|---------------------------------------|-------------------------------------------|-------------------------------------------|----------------------|
| <i>Cost:</i>                                       |                                       |                                           |                                           |                      |
| At 1 November 2007                                 | 13,000                                | 4,431                                     | 970                                       | 18,401               |
| Additions                                          | 851                                   | 528                                       | 179                                       | 1,558                |
| Disposals                                          | (825)                                 | (1,132)                                   | (346)                                     | (2,303)              |
| Transfers to assets classified<br>as held for sale | (874)                                 | (141)                                     | -                                         | (1,015)              |
| Transfers from assets classified as held for sale  | 370                                   | 149                                       | -                                         | 519                  |
| At 31 October 2008                                 | 12,522                                | 3,835                                     | 803                                       | 17,160               |
| Additions                                          | 30                                    | 20                                        | 11                                        | 61                   |
| Disposals                                          | (226)                                 | (469)                                     | (420)                                     | (1,115)              |
| Transfers from assets classified as held for sale  | 28                                    | 11                                        | -                                         | 39                   |
| At 31 October 2009                                 | 12,354                                | 3,397                                     | 394                                       | 16,145               |
| <i>Depreciation and impairment:</i>                |                                       |                                           |                                           |                      |
| At 1 November 2007                                 | 182                                   | 2,303                                     | 639                                       | 3,124                |
| Provided during the year                           | -                                     | 427                                       | 135                                       | 562                  |
| Disposals                                          | (15)                                  | (914)                                     | (259)                                     | (1,188)              |
| Transfers to assets classified<br>as held for sale | (21)                                  | (47)                                      | -                                         | (68)                 |
| Transfers from assets classified as held for sale  | 6                                     | 42                                        | -                                         | 48                   |
| At 31 October 2008                                 | 152                                   | 1,811                                     | 515                                       | 2,478                |
| Provided during the year                           | -                                     | 367                                       | 85                                        | 452                  |
| Disposals                                          | (16)                                  | (110)                                     | (342)                                     | (468)                |
| At 31 October 2009                                 | 136                                   | 2,068                                     | 258                                       | 2,462                |
| Net book value at 31 October 2009                  | 12,218                                | 1,329                                     | 136                                       | 13,683               |
| Net book value at 31 October 2008                  | 12,370                                | 2,024                                     | 288                                       | 14,682               |
| Net book value at 1 November 2007                  | 12,818                                | 2,128                                     | 331                                       | 15,277               |

As at 31 October 2009 no licenced or unlicenced properties were actively being marketed for sale, and presented separately on the balance sheet as 'assets held for sale' (2008: £795,000).

One property and its related fixtures and fittings have been transferred from assets held for sale to property, plant and equipment during the year as it is no longer being actively marketed for sale. This property is within the leased segment in note 4.

## Notes to the financial statements

for the year ended 31 October 2009

### 16. Financial assets

|                                       | 2009             | 2008             |
|---------------------------------------|------------------|------------------|
|                                       | £000             | £000             |
| <b>Financial assets – non-current</b> |                  |                  |
| Available-for-sale financial assets   | 50               | 58               |
|                                       | <u>50</u>        | <u>58</u>        |
|                                       | <u><u>50</u></u> | <u><u>58</u></u> |

Available-for-sale financial assets consist of an investment in ordinary shares of a company listed on PLUS markets.

The fair value of the ordinary shares is based on observable market prices or rates.

### 17. Inventories

|                             | 2009             | 2008              |
|-----------------------------|------------------|-------------------|
|                             | £000             | £000              |
| Fine wines                  | 15               | 15                |
| Merchandising inventory     | 4                | 4                 |
| Inventory in managed houses | -                | 144               |
|                             | <u>19</u>        | <u>163</u>        |
|                             | <u><u>19</u></u> | <u><u>163</u></u> |

### 18. Trade and other receivables

|                                | 2009                | 2008                |
|--------------------------------|---------------------|---------------------|
|                                | £000                | £000                |
| Trade receivables              | 1,330               | 928                 |
| Prepayments and accrued income | 28                  | 698                 |
| Other receivables              | 48                  | 92                  |
| Finance leases                 | 262                 | 78                  |
|                                | <u>1,668</u>        | <u>1,796</u>        |
|                                | <u><u>1,668</u></u> | <u><u>1,796</u></u> |

Trade receivables are denominated in the following currencies:

|                  | 2009                | 2008              |
|------------------|---------------------|-------------------|
|                  | £000                | £000              |
| Sterling         | 1,330               | 928               |
| Other currencies | -                   | -                 |
|                  | <u>1,330</u>        | <u>928</u>        |
|                  | <u><u>1,330</u></u> | <u><u>928</u></u> |

## Notes to the financial statements

for the year ended 31 October 2009

### 18. Trade and other receivables (continued)

Trade receivables are non-interest bearing and are generally on 30 days' terms and are shown net of a provision for impairment. As at 31 October 2009, trade receivables at nominal value of £479,000 (2008: £325,000) were impaired and fully provided for. Movements in the provision for impairment of receivables were as follows:

|                           | 2009<br>£000 | 2008<br>£000 |
|---------------------------|--------------|--------------|
| At 1 November             | 325          | 288          |
| Charge for the year       | 160          | 135          |
| Amounts written back/paid | (6)          | (98)         |
| At 31 October             | 479          | 325          |

As at 31 October, the analysis of trade receivables that were past due but not impaired is as follows:

|      | <i>Neither past<br/>due nor</i> |                 | <i>Past due but<br/>not impaired</i> |                   |                 |
|------|---------------------------------|-----------------|--------------------------------------|-------------------|-----------------|
|      | <i>Total</i>                    | <i>impaired</i> | <i>0-30 days</i>                     | <i>30-90 days</i> | <i>90+ days</i> |
|      | £000                            | £000            | £000                                 | £000              | £000            |
| 2009 | 1,330                           | 771             | 249                                  | 175               | 135             |
| 2008 | 928                             | 447             | 241                                  | 125               | 115             |

The credit quality of counterparts is assessed through the use of credit agencies at the outset of the business relationship. Credit checks are taken out on new tenants where the Group considers this to be appropriate. Monthly checks are made and credit terms altered where appropriate.

### 19. Cash and short-term deposits

|                          | 2009<br>£000 | 2008<br>£000 |
|--------------------------|--------------|--------------|
| Cash at bank and in hand | 521          | 324          |
|                          | 521          | 324          |

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise the following at 31 October:

|                          | 2009<br>£000 | 2008<br>£000 |
|--------------------------|--------------|--------------|
| Cash at bank and in hand | 521          | 324          |
| Short-term deposits      | -            | -            |
| Bank overdrafts          | -            | (6,479)      |
| Bank loan                | (5,000)      | -            |
|                          | (4,479)      | (6,155)      |

## Notes to the financial statements

for the year ended 31 October 2009

### 19. Cash and short-term deposits (continued)

Discontinued operations affected the Group cash flow statement as follows:

|                                         | <i>Discontinued<br/>Operations</i> | <i>Continuing<br/>Operations</i> | <i>Total</i> | <i>Discontinued<br/>Operations</i> | <i>Continuing<br/>Operations</i> | <i>Total</i> |
|-----------------------------------------|------------------------------------|----------------------------------|--------------|------------------------------------|----------------------------------|--------------|
|                                         | 2009                               | 2009                             | 2009         | 2008                               | 2008                             | 2008         |
|                                         | £000                               | £000                             | £000         | £000                               | £000                             | £000         |
| Net cash flow from operating activities | (206)                              | 375                              | 169          | (14)                               | 754                              | 740          |
| Net cash flow from investing activities | (9)                                | 2,158                            | 2,149        | (56)                               | 783                              | 727          |
| Net cash flow from financing activities | -                                  | 4,358                            | 4,358        | -                                  | (2,984)                          | (2,984)      |
| Change in cash and cash equivalents     | (215)                              | 6,891                            | 6,676        | (70)                               | (1,447)                          | (1,517)      |

### 20. Trade and other payables

|                                    | 2009 | 2008  |
|------------------------------------|------|-------|
|                                    | £000 | £000  |
| <b>Current</b>                     |      |       |
| Trade payables                     | 463  | 692   |
| Other taxation and social security | 135  | 536   |
| Accruals                           | 251  | 341   |
| Other payables                     | 66   | 13    |
|                                    | 915  | 1,582 |
| <b>Non-current</b>                 |      |       |
| Other payables - tenants' deposits | 272  | 232   |
|                                    | 272  | 232   |

Tenants' deposits mature when the tenant leaves the property or if trading terms are altered at which point they are repaid. Interest is based on the base rate and negotiations with tenants.

### 21. Financial liabilities

|                                              | 2009  | 2008  |
|----------------------------------------------|-------|-------|
|                                              | £000  | £000  |
| <b>Current</b>                               |       |       |
| Bank overdrafts                              | -     | 6,479 |
| <b>Non-current</b>                           |       |       |
| 11.5% cumulative preference shares (note 24) | 11    | 11    |
| Bank loan                                    | 5,000 | -     |
|                                              | 5,011 | 11    |

The bank loan is secured over certain of the Group's freehold properties by a first legal charge to the value of £15,775,000.

## Notes to the financial statements

for the year ended 31 October 2009

### 22. Operating lease agreements where the group is a lessor

The Group is a lessor of licensed properties to tenants. The leases have various terms, escalation clauses and renewal rights.

Future minimum rentals receivable under non-cancellable operating leases are as follows:

|                                             | 2009  | 2008  |
|---------------------------------------------|-------|-------|
|                                             | £000  | £000  |
| Not later than one year                     | 392   | 211   |
| After one year but not more than five years | 1,438 | 663   |
| After five years                            | 2,980 | 1,235 |
|                                             | 4,810 | 2,109 |
|                                             | 4,810 | 2,109 |

The above figures are based on current rents which are generally subject to three-yearly reviews. Leases have between one year and eighteen years remaining but are subject to the Landlord and Tenant Act. All figures quoted are for assignable leases. No figures are quoted for non-assignable leases (tenancies) as the complexity of the varying terms of notice under these agreements make it impossible to calculate future life expectancy for these properties.

### 23. Financial instruments and derivatives

The Group's principal financial instruments comprise cash, tenants' deposits, loans, investments and its own non-equity share capital. The principal purpose of these financial instruments is to provide finance for the Group's operations. The Group has various other financial instruments such as trade receivables and trade payables that arise directly from its operations.

#### **Short-term trade receivables and trade payables**

Short-term trade receivables and trade payables have been excluded from the numerical disclosures on fair values below.

#### **Interest rate risk**

As the Group has no significant interest-bearing assets, other than cash and cash equivalents, the Group's income and operating cash flows are substantially independent of changes in market interest rates. Income and cash flows from cash and cash equivalents fluctuate with interest rates.

The Group finances its operations through a mixture of equity shareholders' funds, preference shares and a secured term loan and overdraft.

Cash and borrowings are denominated in sterling and interest is paid on cash and borrowings at a floating rate.

The Group continually monitors its interest rate risk exposure. When and if it is considered appropriate, the Group will take necessary action to ensure exposure is minimised.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on cash and floating rate borrowings). There is no impact on the Group's equity.

## Notes to the financial statements

for the year ended 31 October 2009

### 23. Financial instruments and derivatives (continued)

The sensitivity analysis excludes all non-derivative fixed rate financial instruments carried at amortised cost and includes all non-derivative floating rate financial instruments. 100 basis points has been used as movements are linear.

|             | <i>Increase/<br/>decrease in<br/>basis points</i> | <i>Effect on<br/>profit<br/>before tax<br/>£000</i> |
|-------------|---------------------------------------------------|-----------------------------------------------------|
| <b>2009</b> |                                                   |                                                     |
| Sterling    | +100                                              | (56)                                                |
| Sterling    | -100                                              | 56                                                  |
| <b>2008</b> |                                                   |                                                     |
| Sterling    | +100                                              | (64)                                                |
| Sterling    | -100                                              | 64                                                  |

#### **Interest rate risk profile of non-equity shares**

The Company has in issue 11,695 £1 cumulative preference shares with a fixed coupon rate of 11.5%. These represent the remaining preference shares in issue following the offer made by the Company in 1996 to repurchase these shares. They are no longer listed on any public market and have no fixed maturity date.

#### **Liquidity risk**

The Group is primarily financed by equity shareholders' funds and a secured term loan, subject to relevant covenants being met.

Cash flow forecasts are produced to assist management in identifying liquidity requirements and are stress tested for possible scenarios. Cash balances are invested in the short-term such that they are readily available to settle short-term liabilities or fund capital additions.

The table below summarises the maturity profile of the Group's financial liabilities at 31 October 2009 and 2008 based on contractual undiscounted payments.

#### **Year ended 31 October 2009**

|                   | <i>On demand<br/>£000</i> | <i>Less than<br/>3 months<br/>£000</i> | <i>3-12<br/>months<br/>£000</i> | <i>1-5 years<br/>£000</i> | <i>More<br/>than<br/>5 years<br/>£000</i> | <i>Total<br/>£000</i> |
|-------------------|---------------------------|----------------------------------------|---------------------------------|---------------------------|-------------------------------------------|-----------------------|
| Bank loan         | -                         | -                                      | -                               | 5,000                     | -                                         | 5,000                 |
| Tenants' deposits | -                         | 3                                      | 49                              | 272                       | -                                         | 324                   |
| Trade payables    | 463                       | -                                      | -                               | -                         | -                                         | 463                   |
| Directors' loans  | 8                         | -                                      | -                               | -                         | -                                         | 8                     |

## Notes to the financial statements

for the year ended 31 October 2009

### 23. Financial instruments and derivatives (continued)

Year ended 31 October 2008

|                   | <i>On demand</i> | <i>Less than<br/>3 months</i> | <i>3-12<br/>months</i> | <i>1-5 years</i> | <i>More<br/>than<br/>5 years</i> | <i>Total</i> |
|-------------------|------------------|-------------------------------|------------------------|------------------|----------------------------------|--------------|
|                   | <i>£000</i>      | <i>£000</i>                   | <i>£000</i>            | <i>£000</i>      | <i>£000</i>                      | <i>£000</i>  |
| Bank overdraft    | 6,479            | -                             | -                      | -                | -                                | 6,479        |
| Tenants' deposits | -                | 3                             | 8                      | 232              | -                                | 243          |
| Trade payables    | 692              | -                             | -                      | -                | -                                | 692          |
| Directors' loans  | 8                | -                             | -                      | -                | -                                | 8            |

#### Capital Risk

The Group's capital structure is made up of net debt, issued share capital and reserves. These are managed effectively to minimise the Group's cost of capital, to add value to shareholders and to service debt obligations, ultimately ensuring that the Group continues as a going concern.

The securitised debt is monitored by a variety of measures which are reported to debt providers on a quarterly basis. The Group assesses the performance of the business, the level of available funds and the short to medium-term plans concerning capital spend as well as the need to meet financial covenants. Such assessment influences the level of dividends payable.

#### Credit risk

There are no significant concentrations of credit risk within the Group. The maximum credit risk exposure relating to financial assets is represented by their carrying value as at the balance sheet date.

Trade and other receivables, as shown on the consolidated balance sheet, comprise a large number of individually small amounts from unrelated customers and are shown net of a provision for doubtful debts.

The Group has established procedures to minimise the risk of default on trade receivables including, when considered appropriate, undertaking detailed credit checks before a customer is accepted. Management estimates the provision for doubtful debts based on a review of all individual receivable accounts, experience and known factors at the balance sheet date, taking into account any form of security or collateral held, which is quantified. Receivables are written off against the doubtful debt provision when management deems the debt no longer recoverable.

Historically, these procedures have proved effective in minimising the level of impaired and past due debtors.

#### Foreign currency risk

As a result of the investment in operations in the United States, the Group's financial statements can be affected by movements in the exchange rate between sterling and the US dollar. This risk has been considered by the Group and is not deemed significant enough to warrant the extra cost of hedging the risk as foreign currency exposure is not material to the Group.

The Group does not face transactional currency exposure as all transactions are denominated in the functional currency.

## Notes to the financial statements

for the year ended 31 October 2009

### 23. Financial instruments and derivatives (continued)

#### *Fair values of financial assets and liabilities*

Set out below is a comparison by category of book values and fair values of all the Group's financial assets, financial liabilities and non-equity shares as at 31 October:

|                                        | <i>Book<br/>value<br/>2009<br/>£000</i> | <i>Fair<br/>value<br/>2009<br/>£000</i> | <i>Book<br/>value<br/>2008<br/>£000</i> | <i>Fair<br/>value<br/>2008<br/>£000</i> |
|----------------------------------------|-----------------------------------------|-----------------------------------------|-----------------------------------------|-----------------------------------------|
| <b>Financial assets</b>                |                                         |                                         |                                         |                                         |
| Cash                                   | 521                                     | 521                                     | 324                                     | 324                                     |
| Available-for-sale investments         | 50                                      | 50                                      | 58                                      | 58                                      |
|                                        | <u>571</u>                              | <u>571</u>                              | <u>382</u>                              | <u>382</u>                              |
| <b>Financial liabilities</b>           |                                         |                                         |                                         |                                         |
| Bank loan/overdraft                    | (5,000)                                 | (5,000)                                 | (6,479)                                 | (6,479)                                 |
| Interest-bearing loans and borrowings: |                                         |                                         |                                         |                                         |
| Floating rate borrowings               |                                         |                                         |                                         |                                         |
| Tenants' deposits                      | (324)                                   | (324)                                   | (232)                                   | (232)                                   |
| Directors' loans                       | (8)                                     | (8)                                     | (8)                                     | (8)                                     |
| Cumulative preference shares           | (11)                                    | (11)                                    | (11)                                    | (11)                                    |
|                                        | <u>(5,343)</u>                          | <u>(5,343)</u>                          | <u>(6,730)</u>                          | <u>(6,730)</u>                          |

Fair value of available-for-sale investments is based on market value (see note 16).

The carrying value of tenants' deposits and cumulative preference shares are assumed to approximate their fair value.

## Notes to the financial statements

for the year ended 31 October 2009

### 24. Authorised and issued share capital

#### (i) Ordinary shares

##### Authorised

|                                               | 2009             | 2008             |
|-----------------------------------------------|------------------|------------------|
|                                               | £                | £                |
| Ordinary shares of 5p each                    | 99,735           | 99,735           |
| 'A' limited voting ordinary shares of 5p each | 164,124          | 164,124          |
| Unclassified shares of 5p each                | 924,446          | 924,446          |
|                                               | <u>1,188,305</u> | <u>1,188,305</u> |

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

|                            | 2009             | 2008             | 2009          | 2008          |
|----------------------------|------------------|------------------|---------------|---------------|
|                            | No.              | No.              | £             | £             |
| Ordinary Shares of 5p each |                  |                  |               |               |
| At 1 November              | 1,994,699        | 2,098,262        | 99,735        | 104,913       |
| Purchases                  | -                | (103,563)        | -             | (5,178)       |
| At 31 October              | <u>1,994,699</u> | <u>1,994,699</u> | <u>99,735</u> | <u>99,735</u> |

|                                               | 2009             | 2008             | 2009           | 2008           |
|-----------------------------------------------|------------------|------------------|----------------|----------------|
|                                               | No.              | No.              | £              | £              |
| 'A' Limited Voting Ordinary Shares of 5p each |                  |                  |                |                |
| At 1 November                                 | 3,282,478        | 3,356,061        | 164,124        | 167,803        |
| Purchases                                     | -                | (73,583)         | -              | (3,679)        |
| At 31 October                                 | <u>3,282,478</u> | <u>3,282,478</u> | <u>164,124</u> | <u>164,124</u> |

The Ordinary Shares and 'A' Limited Voting Ordinary Shares are entitled equally to dividends, and rank equally on a winding up, after the Cumulative Preference Shares. The Ordinary shares carry one vote for every £1 in nominal amount and the 'A' Limited Voting Ordinary Shares carry one vote for every £10 in nominal amount.

There are no Unclassified Shares in issue; shares purchased by the Company become authorised (but unissued) Unclassified Shares.

## Notes to the financial statements

for the year ended 31 October 2009

### 24. Authorised and issued share capital (continued)

#### (ii) Preference shares classified as non-current liability

|                                               | 2009              |                   | 2008              |                   |
|-----------------------------------------------|-------------------|-------------------|-------------------|-------------------|
| <i>Authorised</i>                             | £                 |                   | £                 |                   |
| 11.5% Cumulative Preference Shares of £1 each | 11,695            |                   | 11,695            |                   |
|                                               | <u>          </u> |                   | <u>          </u> |                   |
| <i>Allotted, called up and fully paid</i>     |                   |                   |                   |                   |
|                                               | 2009              | 2008              | 2009              | 2008              |
|                                               | No.               | No.               | £                 | £                 |
| 11.5% Cumulative Preference Shares of £1 each | 11,695            | 11,695            | 11,695            | 11,695            |
|                                               | <u>          </u> | <u>          </u> | <u>          </u> | <u>          </u> |

The Cumulative Preference Shares are entitled to a fixed cumulative preferential dividend at 11.5% per annum. On a return of capital on a winding up, these shares will rank first for their nominal amount and any arrears of dividend. The cumulative preference shares do not normally carry voting rights.

An explanation of the Group's capital management process and objectives is set out in the discussion of capital management on page 9 in the Directors' report.

### 25. Share-based payments

In 1998, the Company set up a discretionary Employee Share Option Scheme. The Scheme was approved by the Inland Revenue on 24 July 1998. The value of shares over which options are granted is limited to a maximum of £30,000 per employee. Awards are not subject to any performance condition and may only be exercised for a period of fourteen days (2004 options – ten days) following vesting on the third anniversary of the date of grant.

On 30 October 2007, options were granted under the Scheme over 19,454 'A' Limited Voting Ordinary Shares held by the Scheme with an exercise price of £10.975, and 17,949 of these remained under option at the year end. The mid-market value was £1.75 per share at 31 October 2009 (2008: £4.125), giving a total market value of £31,411 (2008: £80,248) for the shares under option.

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year.

|                           | 2009          |               | 2008          |               |
|---------------------------|---------------|---------------|---------------|---------------|
|                           | 2009          | WAEP          | 2008          | WAEP          |
|                           | No.           | £             | No.           | £             |
| Outstanding at 1 November | 19,454        | 10.975        | 19,454        | 10.975        |
| Forfeited during the year | (1,505)       | 10.975        | -             | -             |
| Outstanding at 31 October | <u>17,949</u> | <u>10.975</u> | <u>19,454</u> | <u>10.975</u> |
| Exercisable 31 October    | <u>-</u>      | <u>-</u>      | <u>-</u>      | <u>-</u>      |

## Notes to the financial statements

for the year ended 31 October 2009

### 25. Share-based payments (continued)

The weighted average share price of the options exercised in the year at the date of exercise is £nil. (2008: £nil).

For the share options outstanding at 31 October 2009, the weighted average remaining contractual life is 1 year (2008: 2 years).

The weighted average fair value of options granted during the year was £nil (2008: £nil). The exercise price for options outstanding at 31 October 2009 was £10.975.

The total expense recognised for the year arising from equity compensation plans was as follows:

|                       | 2009              | 2008              |
|-----------------------|-------------------|-------------------|
|                       | £                 | £                 |
| Fair value of options | 12,727            | 13,488            |
|                       | <u>          </u> | <u>          </u> |

The fair value of options granted estimated by using a binomial option pricing model was £2.08. The fair value of options was estimated on the date of grant, based upon the following weighted average assumptions.

|                         | 2007    |
|-------------------------|---------|
| Share price             | £10.975 |
| Exercise price          | £10.975 |
| Expected volatility     | 20%     |
| Historical volatility   | 20%     |
| Expected life           | 3 years |
| Risk free interest rate | 5%      |
| Expected dividend yield | 1%      |

The expected volatility used was based upon the historical volatility of the share price over a period equivalent to the expected life of the options prior to the date of grant. The expected dividend yield has been based on an average dividend yield over the 12 months prior to the date of grant.

## Notes to the financial statements

for the year ended 31 October 2009

### 26. Reconciliation of movements in equity

|                                                       | <i>Equity<br/>share<br/>capital<br/>£000</i> | <i>Capital<br/>redemption<br/>reserve<br/>£000</i> | <i>Fair value<br/>Treasury adjustments<br/>shares<br/>£000</i> | <i>reserve<br/>£000</i> | <i>Currency<br/>translation<br/>£000</i> | <i>Retained<br/>earnings<br/>£000</i> | <i>Total<br/>equity<br/>£000</i> |
|-------------------------------------------------------|----------------------------------------------|----------------------------------------------------|----------------------------------------------------------------|-------------------------|------------------------------------------|---------------------------------------|----------------------------------|
| At 1 November 2007                                    | 273                                          | 664                                                | (963)                                                          | 92                      | 1                                        | 9,368                                 | 9,435                            |
| Total recognised income<br>and expense for the year   | -                                            | -                                                  | -                                                              | (54)                    | 2                                        | 1,427                                 | 1,375                            |
| Transfer in respect of the<br>buy back of own shares  | (9)                                          | 9                                                  | -                                                              | -                       | -                                        | (1,899)                               | (1,899)                          |
| Consideration paid by<br>EBT on purchase<br>of shares | -                                            | -                                                  | (366)                                                          | -                       | -                                        | -                                     | (366)                            |
| Consideration received<br>by EBT on sale of<br>shares | -                                            | -                                                  | 145                                                            | -                       | -                                        | -                                     | 145                              |
| Gain by EBT on sale<br>of shares                      | -                                            | -                                                  | (64)                                                           | -                       | -                                        | 64                                    | -                                |
| Share based payment                                   | -                                            | -                                                  | -                                                              | -                       | -                                        | 13                                    | 13                               |
| Equity dividends paid                                 | -                                            | -                                                  | -                                                              | -                       | -                                        | (370)                                 | (370)                            |
| At 31 October 2008                                    | 264                                          | 673                                                | (1,248)                                                        | 38                      | 3                                        | 8,603                                 | 8,333                            |

## Notes to the financial statements

for the year ended 31 October 2009

### 26. Reconciliation of movements in equity (continued)

|                                                       | <i>Equity<br/>share<br/>capital</i> | <i>Capital<br/>redemption<br/>reserve</i> | <i>Fair value<br/>Treasury adjustments<br/>shares</i> | <i>Currency<br/>translation<br/>reserve</i> | <i>Currency<br/>translation</i> | <i>Retained<br/>earnings</i> | <i>Total<br/>equity</i> |
|-------------------------------------------------------|-------------------------------------|-------------------------------------------|-------------------------------------------------------|---------------------------------------------|---------------------------------|------------------------------|-------------------------|
|                                                       | <i>£000</i>                         | <i>£000</i>                               | <i>£000</i>                                           | <i>£000</i>                                 | <i>£000</i>                     | <i>£000</i>                  | <i>£000</i>             |
| At 31 October 2008                                    | 264                                 | 673                                       | (1,248)                                               | 38                                          | 3                               | 8,603                        | 8,333                   |
| Total recognised income<br>and expense for the year   | -                                   | -                                         | -                                                     | (8)                                         | -                               | 65                           | 57                      |
| Consideration received<br>by EBT on sale of<br>shares | -                                   | -                                         | 49                                                    | -                                           | -                               | -                            | 49                      |
| Loss by EBT on sale<br>of shares                      | -                                   | -                                         | 205                                                   | -                                           | -                               | (205)                        | -                       |
| Share based payment                                   | -                                   | -                                         | -                                                     | -                                           | -                               | 13                           | 13                      |
| Equity dividends paid                                 | -                                   | -                                         | -                                                     | -                                           | -                               | (537)                        | (537)                   |
| At 31 October 2009                                    | 264                                 | 673                                       | (994)                                                 | 30                                          | 3                               | 7,939                        | 7,915                   |

#### **Equity share capital**

The balance classified as share capital includes the total net proceeds (both nominal value and share premium) on issue of the Company's equity share capital, comprising Ordinary Shares of 5p each and 'A' Limited Voting Ordinary Shares of 5p each.

#### **Capital redemption reserve**

The capital redemption reserve arises on the repurchase and cancellation by the Company of Ordinary Shares.

#### **Treasury shares**

Treasury shares represents the cost of The Heavitree Brewery PLC shares purchased in the market and held by The Heavitree Brewery PLC Employee Benefits Trust and Employee Share Option Scheme ('EBT').

At 31 October 2009 the Group held 58,779 Ordinary Shares and 87,332 'A' Limited Voting Ordinary Shares (2008: 58,779 Ordinary Shares and 120,393 'A' Limited Voting Ordinary Shares) of its own shares at an average cost of £5.82 (2008: £6.81). The market value of these shares as at 31 October 2009 was £359,000 (2008: £776,000).

#### **Fair value adjustments reserve**

The fair value adjustments reserve is used to record differences in the market value of the available-for-sale investment year on year.

#### **Foreign currency translation reserve**

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

## Notes to the financial statements

for the year ended 31 October 2009

### 27. Financial Commitments

At 31 October, the group had annual commitments under non-cancellable operating leases that expire as follows:

|                      | <i>Other<br/>2009<br/>£'000</i> | <i>Other<br/>2008<br/>£'000</i> |
|----------------------|---------------------------------|---------------------------------|
| Within one year      | 7                               | -                               |
| In two to five years | 11                              | -                               |
|                      | <u>18</u>                       | <u>-</u>                        |

### 28. Capital commitments

At 31 October 2009, amounts contracted for but not provided in the financial statements for the acquisition of property, plant and equipment amounted to £nil for the Group (2008: £nil).

### 29. Pensions and post-retirement benefits

#### (i) *Optional pension payments*

During the year the Group made discretionary pension payments of £48,254 (2008: £112,510) directly to past employees.

#### (ii) *Defined contribution schemes*

From 1 January 2003, the Company has also operated an employer-sponsored personal pension arrangement. The assets of the arrangement are held separately from those of the Company in an independently administered fund. The pension charge for the period was £204,245 (2008: £242,813).

The subsidiary company, Heavitree Inns Limited, operates an employer-sponsored personal pension arrangement. The assets of the arrangement are held separately from those of the subsidiary in an independently administered fund. The pension charge for the period was £nil (2008: £nil).

#### (iii) *Defined benefit scheme*

The Company operated a defined benefit pension scheme. The assets of the scheme are held separately from those of the Company, this fund being administered by Zurich Assurance Limited and Legal and General Investment Management. Contributions to the scheme are determined by a qualified actuary on the basis of triennial valuations by discounting projected future income and benefits using the projected unit method modified by the use of a control period of 12 years.

The scheme was closed to new members on 18 July 2002 and there has been no future accrual since 5 April 2006.

The pension scheme assets are held in a separate Trustee administered fund to meet long-term pension liabilities to past and present employees. The trustees of the fund are required to act in the best interest of the fund's beneficiaries. The appointment of trustees to the fund is determined by the scheme's trust documentation.

## Notes to the financial statements

for the year ended 31 October 2009

### 29. Pensions and post-retirement benefits (continued)

The assets and liabilities of the scheme at 31 October are:

|                                      | <i>Expected<br/>long term<br/>rate of<br/>return at<br/>31 October<br/>2009<br/>%</i> | <i>Value at<br/>31 October<br/>2009<br/>£000</i> | <i>Expected<br/>long term<br/>rate of<br/>return at<br/>31 October<br/>2008<br/>%</i> | <i>Value at<br/>31 October<br/>2008<br/>£000</i> |
|--------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------|
| <i>Scheme assets at fair value</i>   |                                                                                       |                                                  |                                                                                       |                                                  |
| Equities                             | -                                                                                     | -                                                | -                                                                                     | -                                                |
| Fixed Interest Securities            | 5.50                                                                                  | 1,503                                            | 6.90                                                                                  | 1,259                                            |
| Cash                                 | 0.50                                                                                  | 397                                              | 4.50                                                                                  | 272                                              |
| Other scheme assets                  | 6.00                                                                                  | 1,334                                            | 6.00                                                                                  | 3,304                                            |
|                                      |                                                                                       |                                                  |                                                                                       |                                                  |
| Fair value of scheme assets          | -                                                                                     | 3,234                                            | -                                                                                     | 4,835                                            |
| Present value of scheme liabilities  | -                                                                                     | (5,322)                                          | -                                                                                     | (5,840)                                          |
|                                      |                                                                                       |                                                  |                                                                                       |                                                  |
| Defined benefit pension plan deficit | -                                                                                     | (2,088)                                          | -                                                                                     | (1,005)                                          |

The fair value of the scheme assets as a percentage of total scheme assets are set out below:

|                     | 2009 | 2008 | 2007 |
|---------------------|------|------|------|
| Equities            | 0%   | 0%   | 0%   |
| Cash                | 12%  | 6%   | 31%  |
| Other scheme assets | 88%  | 94%  | 69%  |

The majority of the assets of the scheme as at 31 October 2009 are invested in a series of with profits deferred annuity policies insured with Zurich Assurance Limited. As such it is not possible to provide a split of the assets between equities and bonds, and therefore for the purposes of IAS 19 100% of these assets are classed as 'other'. This was also the case at 31 October 2008. The value of the with profits deferred annuity policies is linked to UK equities for members with more than ten years to retirement and, for members within ten years of retirement, to a mixture of gilt edged investments and equities.

## Notes to the financial statements

for the year ended 31 October 2009

### 29. Pensions and post-retirement benefits (continued)

The amounts recognised in the Group income statement and in the Group statement of recognised income and expense for the year are analysed as follows:

|                                           | 2009<br>£000 | 2008<br>£000 |
|-------------------------------------------|--------------|--------------|
| <b>Recognised in the income statement</b> |              |              |
| Expected return on scheme assets          | 185          | 331          |
| Interest cost on scheme liabilities       | (262)        | (405)        |
| Other finance cost                        | (77)         | (74)         |
| Total charge to the income statement      | (77)         | (74)         |

For the year ended 31 October 2009 the current service cost recognised in arriving at operating profit was £nil (2008 : Nil).

|                                                                                       | 2009<br>£000 | 2008<br>£000 |
|---------------------------------------------------------------------------------------|--------------|--------------|
| <b>Taken to the statement of recognised income and expense</b>                        |              |              |
| Actual return on scheme assets                                                        | 320          | (634)        |
| Less: expected return on scheme assets                                                | (185)        | (331)        |
| Other actuarial (losses)/gains                                                        | (1,591)      | 1,351        |
| Actuarial (losses)/gains recognised in the statement of recognised income and expense | (1,456)      | 386          |

Pension contributions are determined with the advice of independent qualified actuaries, Jardine Lloyd Thompson, on the basis of triennial valuations using the projected unit credit method. The projected unit credit method is an accrued benefits valuation method in which the scheme liabilities make allowance for future earnings. Scheme assets are stated at their market values at the respective balance sheet dates and overall expected rates of return are established by applying published brokers' forecasts to each category of scheme assets.

## Notes to the financial statements

for the year ended 31 October 2009

### 29. Pensions and post-retirement benefits (continued)

|                                           | 2009      | 2008      |
|-------------------------------------------|-----------|-----------|
|                                           | %         | %         |
| <i>Main assumptions</i>                   |           |           |
| Rate of salary increases                  | n/a       | n/a       |
| Rate of increase in pensions in payment   | 3.00-5.00 | 3.00-5.00 |
| Discount rate                             | 5.5       | 6.90      |
| Expected rates of return on scheme assets |           |           |
| Equities                                  | -         | -         |
| Cash                                      | 0.50      | 4.50      |
| Other scheme assets                       | 5.50-6.00 | 6.00-6.90 |
| Inflation assumption                      | 0.00      | 3.00      |
| Mortality (in years)                      |           |           |
| Current pensioners at 65 – male           | 22.2      | 20        |
| Current pensioners at 65 – female         | 24.6      | 23        |
| Future pensioners at 40 – male            | 44        | 44        |
| Future pensioners at 40 – female          | 47        | 47        |

The post-retirement mortality assumptions allow for expected changes in longevity. The 'current' disclosures above relate to assumptions based on longevity (in years) following retirement at the balance sheet date, with 'future' being the assumed longevity at the balance sheet date of an employee currently aged 40 and retiring in 2034.

The sensitivities regarding the principal assumptions used to measure the scheme liabilities are set out below:

| <i>Assumption</i>         | <i>Change in assumption</i> | <i>Impact on scheme liabilities</i> |
|---------------------------|-----------------------------|-------------------------------------|
| Discount rate             | Increase/decrease by 0.5%   | Decrease/increase by 13.0%          |
| Inflation assumption      | Increase/decrease by 0.5%   | No impact as fixed increases        |
| Post retirement mortality | Increase by 1 year          | Increase by 3.0%                    |

The most recently completed actuarial valuation of the Group's main retirement benefits fund was carried out as at 1<sup>st</sup> January 2008. Following the valuation, the Group's ordinary contributions rate increased, with effect from 2010 to £507,000 in respect of the deficit. The Group will monitor funding levels on an annual basis. The next valuation is due to be completed as at 1 January 2011. The Group considers that the contribution rates agreed with trustees at the last valuation date are sufficient to eliminate the deficit over the agreed period and that regular contributions, which are based on actuarial valuation and advice, will not increase significantly. The total contributions to the defined benefit scheme in 2010 are expected to be £507,000 (2009: £450,000) for the Group.

The Group has agreed the following funding objective with trustees:

1. Once the funding level of the scheme is 100% of the projected past service liabilities to maintain funding at least at this level; and
2. To meet the liabilities of the scheme in the event that the scheme is wound-up.

The levels of contributions are based on the actuarial valuation and advice and the expected future cash flows of the defined benefit scheme. The Group estimates the present value of the duration of scheme liabilities on average fall due over 12 years.

## Notes to the financial statements

for the year ended 31 October 2009

### 29. Pensions and post-retirement benefits (continued)

Changes in the present value of the defined benefit pension obligations are analysed as follows:

|                          | 2009<br>£000 | 2008<br>£000 |
|--------------------------|--------------|--------------|
| As at 1 November         | 5,840        | 6,994        |
| Current service cost     | -            | -            |
| Interest cost            | 262          | 405          |
| Benefits paid            | (2,371)      | (208)        |
| Actuarial gains/(losses) | 1,591        | (1,351)      |
| At 31 October            | <u>5,322</u> | <u>5,840</u> |

Changes in the fair value of plan assets are analysed as follows:

|                                | 2009<br>£000 | 2008<br>£000 |
|--------------------------------|--------------|--------------|
| As at 1 November               | 4,835        | 5,519        |
| Expected return on plan assets | 185          | 331          |
| Employer contributions         | 450          | 158          |
| Contributions by employees     | -            | -            |
| Benefits paid                  | (2,371)      | (208)        |
| Actuarial gains/(losses)       | 135          | (965)        |
| At 31 October                  | <u>3,234</u> | <u>4,835</u> |

|                                                    | 2009<br>£000 | 2008<br>£000 | 2007<br>£000 |
|----------------------------------------------------|--------------|--------------|--------------|
| Fair value of scheme assets                        | 3,234        | 4,835        | 5,519        |
| Present value of defined benefit obligation        | (5,322)      | (5,840)      | (6,994)      |
| Deficit in the scheme                              | (2,088)      | (1,005)      | (1,475)      |
| Experience adjustments arising on plan liabilities | 268          | -            | -            |
| Experience adjustments arising on plan assets      | 135          | (965)        | (655)        |

The cumulative amount of actuarial gains and losses recognised since 1 November 2006 in the Group statement of recognised income and expense is a loss of £324,000 (2008: gain of £1,132,000). The directors are unable to determine how much of the pension scheme deficit recognised on transition to IFRSs and taken directly to equity in the Group is attributable to actuarial gains and losses since inception of those pension schemes. Consequently, the directors are unable to determine the amount of actuarial gains and losses that would have been recognised in the Group statement of recognised income and expense before 1 November 2006.

## Notes to the financial statements

for the year ended 31 October 2009

### 30. Directors' loans and other directors' interests

One Director has made a loan to the Company. It is repayable on demand and carries an interest rate of 0.75% over the base rate.

|             | <i>Movement</i> |                 |                 |
|-------------|-----------------|-----------------|-----------------|
|             | <i>2009</i>     | <i>in year</i>  | <i>2008</i>     |
|             | <i>£000</i>     | <i>£000</i>     | <i>£000</i>     |
| G J Crocker | 8               | -               | 8               |
|             | <u>8</u>        | <u>-</u>        | <u>8</u>        |
|             | <u><u>8</u></u> | <u><u>-</u></u> | <u><u>8</u></u> |

The above balance is included in other payables falling due within one year.

### 31. Other related party transactions

During the year the Group entered into transactions, in the ordinary course of business, with other related parties. Those transactions with directors are disclosed in note 30. Transactions between The Heavitree Brewery PLC and Heavitree Inns Limited are disclosed in note 4 as inter-segment sales.

#### *Terms and conditions of transactions with related parties*

Sales and purchases between related parties are made at normal market prices. Outstanding balances with entities other than subsidiaries are unsecured, interest free and cash settlement is expected within 30 days of invoice. Terms and conditions for transactions with subsidiaries are the same, with the exception that balances are placed on intercompany accounts with no specified credit period. The Group has not provided or benefited from any guarantees for any related party receivables or payables. During the year ended 31 October 2009, the Group has not made any provision for doubtful debts relating to amounts owed by related parties (2008: £nil).

#### **Compensation of key management personnel (including directors)**

The only key management personnel are directors and their compensation is disclosed in note 9.

#### **The Company's subsidiary undertakings are as follows:**

| <i>Name of Company</i> | <i>Country of registration (or incorporation) and operation</i> | <i> Holding</i> | <i>Proportion held</i> | <i>Nature of business</i>              |
|------------------------|-----------------------------------------------------------------|-----------------|------------------------|----------------------------------------|
| Heavitree Inc          | USA                                                             | Common Stock    | 100%                   | Ownership of freehold land             |
| Heavitree Inns Limited | England and Wales                                               | Ordinary shares | 100%                   | Managed House – ceased trading in year |

# **The Heavitree Brewery PLC**

## **Company financial statements**

31 October 2009

## Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 and then apply them consistently;
- make judgments and 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 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.

## **Independent auditors' report**

### **to the members of The Heavitree Brewery PLC**

We have audited the financial statements of The Heavitree Brewery PLC for the year ended 31 October 2009 which comprise the Company Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

We have reported separately on the group financial statements of The Heavitree Brewery PLC for the year ended 31 October 2009.

This report is made solely to the company's shareholders, as a body, in accordance with Sections 495 and 496 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's shareholders 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 shareholders 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 set out on page 63, 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 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 (APB's) Ethical Standards for Auditors.

#### **Scope of the Audit of the Financial Statements**

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 directors; and the overall presentation of the financial statements.

#### **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 31 October 2009 and of its profit 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.

## **Independent auditors' report**

**to the members of The Heavitree Brewery PLC**

### **Opinion on Other Matters 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.

### **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.

CHRISTOPHER HICKS FCA (Senior Statutory Auditor)

For and on behalf of

**Francis Clark**

Chartered Accountants

Vantage Point

Woodwater Park

Pynes Hill

Exeter

EX2 5FD2

16 February 2010

**Statutory Auditors**

## Company balance sheet

at 31 October 2009

|                                                                | <i>Notes</i> | <i>2009</i><br><i>£000</i> | <i>2008</i><br><i>£000</i> |
|----------------------------------------------------------------|--------------|----------------------------|----------------------------|
| <b>Fixed assets</b>                                            |              |                            |                            |
| Tangible assets                                                | 3            | 13,646                     | 13,926                     |
| Investments                                                    | 4            | 71                         | 84                         |
|                                                                |              | <hr/>                      | <hr/>                      |
|                                                                |              | 13,717                     | 14,010                     |
|                                                                |              | <hr/>                      | <hr/>                      |
| <b>Current assets</b>                                          |              |                            |                            |
| Stocks                                                         | 5            | 19                         | 19                         |
| Assets held for sale                                           |              | -                          | 795                        |
| Debtors:                                                       |              |                            |                            |
| amounts falling due after more than one year                   |              | -                          | 828                        |
| amounts falling due within one year                            |              | 1,407                      | 1,221                      |
|                                                                | 6            | <hr/>                      | <hr/>                      |
|                                                                |              | 1,407                      | 2,049                      |
|                                                                |              | <hr/>                      | <hr/>                      |
| Cash at bank and in hand                                       |              | 501                        | 77                         |
|                                                                |              | <hr/>                      | <hr/>                      |
|                                                                |              | 1,927                      | 2,940                      |
| <b>Creditors:</b> amounts falling due within one year          | 7            | (940)                      | (7,594)                    |
|                                                                |              | <hr/>                      | <hr/>                      |
| <b>Net current assets/(liabilities)</b>                        |              | 987                        | (4,654)                    |
|                                                                |              | <hr/>                      | <hr/>                      |
| <b>Total assets less current liabilities</b>                   |              | 14,704                     | 9,356                      |
|                                                                |              | <hr/>                      | <hr/>                      |
| <b>Creditors:</b> amounts falling due after more than one year | 8            | (5,335)                    | (243)                      |
|                                                                |              | <hr/>                      | <hr/>                      |
| <b>Provisions for liabilities and charges</b>                  |              |                            |                            |
| Deferred taxation                                              | 9            | (119)                      | (167)                      |
|                                                                |              | <hr/>                      | <hr/>                      |
| <b>Net assets excluding pension liability</b>                  |              | 9,250                      | 8,946                      |
| Pension liability                                              | 12           | (1,503)                    | (724)                      |
|                                                                |              | <hr/>                      | <hr/>                      |
|                                                                |              | 7,747                      | 8,222                      |
|                                                                |              | <hr/>                      | <hr/>                      |
| <b>Capital and reserves</b>                                    |              |                            |                            |
| Called up share capital                                        | 10           | 264                        | 264                        |
| Capital redemption reserve                                     | 11           | 673                        | 673                        |
| Own shares reserve                                             | 11           | (994)                      | (1,248)                    |
| Profit and loss account                                        | 11           | 7,804                      | 8,533                      |
|                                                                |              | <hr/>                      | <hr/>                      |
| <b>Total shareholders' funds</b>                               |              | 7,747                      | 8,222                      |
|                                                                |              | <hr/>                      | <hr/>                      |

The notes on pages 67 to 80 form part of the financial statements.

These accounts were approved by the Board of Directors and authorised for issue on 16 February 2010 and were signed on its behalf by

N H P TUCKER )  
G J CROCKER ) Directors

## Notes to the financial statements

for the year ended 31 October 2009

### 1. Accounting policies

#### *Basis of preparation*

The financial statements are prepared under the historical cost convention, as modified by the revaluation of the Company's investment in its US subsidiary, and in accordance with applicable accounting standards.

No profit and loss account is presented by the Company as permitted by Section 408 of the Companies Act 2006.

#### *Stocks*

Stocks have been consistently valued at the lower of cost and net realisable value. Purchase cost is calculated on a first-in, first-out basis.

#### *Assets held for sale*

Assets held for sale represent assets which are being actively marketed for sale. No depreciation is charged on assets held for sale.

#### *Deferred taxation*

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions:

- Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only when the replacement assets are sold;
- Deferred tax assets are recognised only to the extent that the Directors consider that it is 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 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.

## Notes to the financial statements

for the year ended 31 October 2009

### 1. Accounting policies (continued)

#### **Tangible fixed assets**

All assets are initially recorded at cost.

#### **Depreciation**

Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

|                       |   |                                         |
|-----------------------|---|-----------------------------------------|
| Properties            | - | 2%                                      |
| Vehicles              | - | 25%                                     |
| Office equipment      | - | 20% to 30%                              |
| Fixtures and fittings | - | 10% to 20%                              |
| Computer equipment    | - | 20% to 33 <sup>1</sup> / <sub>3</sub> % |

The carrying values of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable.

#### **Employee share option scheme and Employee benefits trust**

The assets of the Employee Share Option Scheme and the Employee Benefits Trust are fully consolidated within the financial statements of the Company. Shares held in the Scheme and Trust are deducted from shareholders' funds and are stated at cost.

#### **Pension schemes**

The Company maintains a defined benefit pension scheme for the funding of retirement benefits for scheme members during their working lives in order to pay benefits to them after retirement and to their dependants after their death. The scheme was closed to new members on 18 July 2002 and there has been no future accrual since 5 April 2006.

For a defined benefit scheme the amounts charged to operating profit are the current service costs and any gains and losses on settlements and curtailments. They are included as part of staff costs. Past service costs are charged to operating profit immediately if the benefits have vested. The interest cost and the expected return on assets are included as other finance income. Actuarial gains and losses net of deferred tax are recognised immediately in the statement of total recognised gains and losses.

Defined benefit schemes are funded in separate trustee administered funds, with the assets of the scheme held separately from those of the Company. Pension scheme assets are measured at fair value, and liabilities are measured on an actuarial basis using the projected unit method and discounted at a rate equivalent to the current rate of return on a high quality corporate bond of equivalent currency and term to the scheme liabilities. Full actuarial valuations are obtained at least triennially and are updated at each balance sheet date. The resulting defined benefit asset or liability, net of the related deferred tax, is presented separately after other net assets on the face of the balance sheet.

The Company operates an employer-sponsored personal pension arrangement. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

## Notes to the financial statements

for the year ended 31 October 2009

### 1. Accounting policies (continued)

#### *Share-based payments*

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted and is recognised as an expense over the vesting period, which ends on the date on which the relevant employees become fully entitled to the award. Fair value is determined using an appropriate pricing model. In valuing equity-settled transactions, no account is taken of any vesting conditions, other than conditions linked to the price of the shares of the Company (market conditions).

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

At each balance sheet date before vesting, the cumulative expense is calculated, representing the extent to which the vesting period has expired and management's best estimate of the achievement or otherwise of non-market conditions and of the number of equity instruments that will ultimately vest or in the case of an instrument subject to a market condition, be treated as vesting as described above. The movement in cumulative expense since the previous balance sheet date is recognised in the profit and loss account, with a corresponding entry in equity.

Where the terms of an equity-settled award are modified or a new award is designated as replacing a cancelled or settled award, the cost based on the original award terms continues to be recognised over the original vesting period. In addition, an expense is recognised over the remainder of the new vesting period for the incremental fair value of any modification, based on the difference between the fair value of the original award and the fair value of the modified award, both as measured on the date of modification. No reduction is recognised if this difference is negative.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any cost not yet recognised in the income statement for the award is expensed immediately. Any compensation paid up to the fair value of the award at the cancellation or settlement date is deducted from equity, with any excess over fair value being treated as an expense in the income statement.

The Company has taken advantage of the transitional provisions of FRS 20 in respect of equity settled awards so as to apply FRS 20 only to those equity settled awards granted after 7 November 2002 that had not vested before 1 November 2006.

#### *Post-retirement benefits other than pensions*

The Company provides discretionary additional post-retirement benefits to retired employees. The benefits, which are entirely discretionary, are reviewed on an annual basis and charged to the profit and loss account during the year.

#### *Investment in subsidiary*

The Company's investment in its US subsidiary is revalued annually to take account of movements in exchange rates and in its underlying net assets. Any adjustment below original cost is dealt with through the profit and loss account.

## Notes to the financial statements

for the year ended 31 October 2009

### 2. Profit attributable to members of the parent company

The profit dealt with in the financial statements of the parent company is £1,048,000 (2008: £1,169,000).

### 3. Tangible assets

|                               | <i>Freehold land<br/>and buildings<br/>and fixtures<br/>and fittings<br/>£000</i> | <i>Equipment<br/>and<br/>vehicles<br/>£000</i> | <i>Total<br/>£000</i> |
|-------------------------------|-----------------------------------------------------------------------------------|------------------------------------------------|-----------------------|
| Cost:                         |                                                                                   |                                                |                       |
| At 1 November 2008            | 14,965                                                                            | 486                                            | 15,451                |
| Additions                     | 289                                                                               | 11                                             | 300                   |
| Disposals                     | (563)                                                                             | (168)                                          | (731)                 |
| Transfer from group companies | 380                                                                               | -                                              | 380                   |
| Transfer from current assets  | 39                                                                                | -                                              | 39                    |
|                               | <hr/>                                                                             | <hr/>                                          | <hr/>                 |
| At 31 October 2009            | 15,110                                                                            | 329                                            | 15,439                |
|                               | <hr/>                                                                             | <hr/>                                          | <hr/>                 |
| Depreciation:                 |                                                                                   |                                                |                       |
| At 1 November 2008            | 1,300                                                                             | 225                                            | 1,525                 |
| Provided during the year      | 349                                                                               | 85                                             | 434                   |
| Disposals                     | (45)                                                                              | (121)                                          | (166)                 |
|                               | <hr/>                                                                             | <hr/>                                          | <hr/>                 |
| At 31 October 2009            | 1,604                                                                             | 189                                            | 1,793                 |
|                               | <hr/>                                                                             | <hr/>                                          | <hr/>                 |
| Net book value:               |                                                                                   |                                                |                       |
| At 31 October 2009            | 13,506                                                                            | 140                                            | 13,646                |
|                               | <hr/> <hr/>                                                                       | <hr/> <hr/>                                    | <hr/> <hr/>           |
| At 31 October 2008            | 13,665                                                                            | 261                                            | 13,926                |
|                               | <hr/> <hr/>                                                                       | <hr/> <hr/>                                    | <hr/> <hr/>           |

Freehold land and buildings are included in the above at a cost of £12,365,000 (2008 - £12,513,000) and at a net book value of £11,949,000 (2008: £12,164,000).

Included within freehold land and buildings is an aggregate cost of £3,179,000 (2008: £89,652) relating to licensed property with short leases granted to tenants. The net book value of these assets was £3,105,000 at 31 October 2009 (2008: £87,582).

#### **Future capital expenditure**

There were no amounts contracted for as at 31 October 2009 (2008 : £Nil).

## Notes to the financial statements

for the year ended 31 October 2009

### 4. Investments

|                                        | <i>Subsidiary<br/>undertakings<br/>£000</i> | <i>Unlisted<br/>investments<br/>£000</i> | <i>Total<br/>£000</i> |
|----------------------------------------|---------------------------------------------|------------------------------------------|-----------------------|
| At 1 November 2008 and 31 October 2009 | 69                                          | 20                                       | 89                    |
| Amounts provided:                      |                                             |                                          |                       |
| At 1 November 2008                     | (5)                                         | -                                        | (5)                   |
| Impairment                             | (13)                                        | -                                        | (13)                  |
| At 31 October 2009                     | (18)                                        | -                                        | (18)                  |
| Net book value:                        |                                             |                                          |                       |
| At 31 October 2009 and 31 October 2008 | 51                                          | 20                                       | 71                    |
| At 31 October 2008                     | 64                                          | 20                                       | 84                    |

The Company's subsidiary undertakings are as follows:

| <i>Name of Company</i> | <i>Country of<br/>registration (or<br/>incorporation)<br/>and operation</i> | <i>Holding</i>  | <i>Proportion<br/>held</i> | <i>Nature of<br/>business</i> |
|------------------------|-----------------------------------------------------------------------------|-----------------|----------------------------|-------------------------------|
| Heavitree Inc          | USA                                                                         | Common Stock    | 100%                       | Ownership of<br>freehold land |
| Heavitree Inns Limited | England and Wales                                                           | Ordinary shares | 100%                       | Managed<br>houses             |

Each subsidiary undertaking is directly owned by the Company.

### 5. Stocks

|                      | <i>2009<br/>£000</i> | <i>2008<br/>£000</i> |
|----------------------|----------------------|----------------------|
| Fine wines           | 15                   | 15                   |
| Merchandising stocks | 4                    | 4                    |
|                      | 19                   | 19                   |

## Notes to the financial statements

for the year ended 31 October 2009

### 6. Debtors

|                                    | 2009<br>£000 | 2008<br>£000 |
|------------------------------------|--------------|--------------|
| Trade debtors                      | 1,330        | 863          |
| Amounts owed by subsidiary company | -            | 828          |
| Other debtors                      | 48           | 92           |
| Prepayments and accrued income     | 29           | 266          |
|                                    | <u>1,407</u> | <u>2,049</u> |

Amounts falling due after more than one year included above are:

|                                    | 2009<br>£000 | 2008<br>£000 |
|------------------------------------|--------------|--------------|
| Amounts owed by subsidiary company | -            | 828          |
|                                    | <u>-</u>     | <u>828</u>   |

### 7. Creditors: amounts falling due within one year

|                                    | 2009<br>£000 | 2008<br>£000 |
|------------------------------------|--------------|--------------|
| Bank overdrafts (unsecured)        | -            | 6,479        |
| Trade creditors                    | 463          | 510          |
| Other taxation and social security | 135          | 277          |
| Other creditors                    | 14           | 13           |
| Accruals                           | 251          | 244          |
| Corporation tax                    | 77           | 71           |
|                                    | <u>940</u>   | <u>7,594</u> |

### 8. Creditors: amounts falling due after more than one year

|                                              | 2009<br>£000 | 2008<br>£000 |
|----------------------------------------------|--------------|--------------|
| £5,000,000 Bank loan repayable 2012          | 5,000        | -            |
| Tenants' deposits                            | 324          | 232          |
| 11.5% Cumulative Preference Shares (note 10) | 11           | 11           |
|                                              | <u>5,335</u> | <u>243</u>   |

The bank loan is secured over certain of the company's freehold properties.

## Notes to the financial statements

for the year ended 31 October 2009

### 9. Deferred taxation

|                     |             |
|---------------------|-------------|
|                     | <i>£000</i> |
| <i>Provided</i>     |             |
| At 1 November 2008  | 167         |
| Credit for the year | (48)        |
|                     | <hr/>       |
| At 31 October 2009  | 119         |
|                     | <hr/> <hr/> |

Deferred taxation provided in the financial statements is as follows:

|                                               |             |                 |
|-----------------------------------------------|-------------|-----------------|
|                                               |             | <i>Provided</i> |
|                                               | <i>2009</i> | <i>2008</i>     |
|                                               | <i>£000</i> | <i>£000</i>     |
| Capital allowances in advance of depreciation | 119         | 167             |
|                                               | <hr/> <hr/> | <hr/> <hr/>     |

The amount of deferred taxation not provided in the accounts is £140,000 in respect of rolled over gains. No provision has been made for this amount as no liability is expected to arise.

### 10. Share capital

|                                               |             |             |             |             |
|-----------------------------------------------|-------------|-------------|-------------|-------------|
|                                               | <i>2009</i> | <i>2008</i> | <i>2009</i> | <i>2008</i> |
| <i>Allotted, called up and fully paid</i>     | <i>No.</i>  | <i>No.</i>  | <i>£</i>    | <i>£</i>    |
| 11.5% Cumulative Preference Shares of £1 each | 11,695      | 11,695      | 11,695      | 11,695      |
|                                               |             |             | <hr/>       | <hr/>       |
| Ordinary Shares of 5p each                    | 1,994,699   | 1,994,699   | 99,735      | 99,735      |
| 'A' Limited Voting Ordinary Shares of 5p each | 3,282,478   | 3,282,478   | 164,124     | 164,124     |
|                                               |             |             | <hr/>       | <hr/>       |
|                                               |             |             | 263,859     | 263,859     |
|                                               |             |             | <hr/> <hr/> | <hr/> <hr/> |

The Preference Shares are entitled to a fixed cumulative preferential dividend at 11.5% per annum. On a return of capital on a winding up, these shares will rank first for their nominal amount and any arrears of dividend. The Preference Shares do not normally carry voting rights.

The Ordinary Shares and 'A' Limited Voting Ordinary Shares are entitled equally to dividends, and rank equally on a winding up, after the Preference Shares. The Ordinary Shares carry one vote for every £1 in nominal amount and the 'A' Limited Voting Ordinary Shares carry one vote for every £10 in nominal amount.

There are no Unclassified Shares in issue; shares purchased by the Company become authorised (but unissued) Unclassified Shares.

## Notes to the financial statements

for the year ended 31 October 2009

### 10. Share capital (continued)

Under the Company's Approved Share Option Scheme the following options were held at 31 October 2009:

| <i>Number of shares at 31 October 2008</i> | <i>Number of share options granted in the year</i> | <i>Number of share options exercised in the year</i> | <i>Number of share options lapsed in the year</i> | <i>Date of grant</i> | <i>Number of shares at 31 October 2009</i> | <i>Price</i> | <i>Exercise period</i>         |
|--------------------------------------------|----------------------------------------------------|------------------------------------------------------|---------------------------------------------------|----------------------|--------------------------------------------|--------------|--------------------------------|
| 19,454                                     | -                                                  | -                                                    | (1,505)                                           | 30/10/2007           | 17,949                                     | £10.975      | 30/10/2010<br>to<br>13/11/2010 |

The Heavitree Brewery PLC Employee Benefits Trust is a vehicle set up for the benefit of the employees. The Trust will terminate on 31 October 2062. If any funds remain on the termination date, the funds will be distributed equally between the employees on that date. Any distribution to the employees of the Trust funds before the termination date is at the discretion of the Trustees. Under the terms of the Trust Deed the Trustees have full powers to buy and sell shares in the Company as they consider appropriate.

All the costs and expenses of the Trust are borne by the Company and expensed within the profit and loss account. The shares within the Trust received dividends during the year and, at 31 October 2009, the Trust held the following shares. 17,949 of these shares are held under option (note 14).

|                                                                        | <i>Nominal amount 2009</i> | <i>Nominal amount 2008</i> | <i>Market value 2009</i> | <i>Market value 2008</i> |
|------------------------------------------------------------------------|----------------------------|----------------------------|--------------------------|--------------------------|
|                                                                        | <i>£</i>                   | <i>£</i>                   | <i>£000</i>              | <i>£000</i>              |
| 58,779 5p Ordinary Shares<br>shares (2008: 58,779 shares)              | 2,939                      | 2,939                      | 206                      | 279                      |
| 87,332 5p 'A' Limited Voting Ordinary<br>shares (2008: 120,393 shares) | 4,367                      | 6,020                      | 153                      | 497                      |

The Trust also holds 1,104 (2008: 1,104) Preference Shares. The purchase of these shares has resulted in a reduction in the liability arising under FRS 25.

## Notes to the financial statements

for the year ended 31 October 2009

### 11. Reserves

|                                                           | <i>Capital<br/>redemption<br/>reserve<br/>£000</i> | <i>Own<br/>shares<br/>reserve<br/>£000</i> | <i>Profit and<br/>loss<br/>account<br/>£000</i> |
|-----------------------------------------------------------|----------------------------------------------------|--------------------------------------------|-------------------------------------------------|
| At 31 October 2008                                        | 673                                                | (1,248)                                    | 8,533                                           |
| Actuarial loss recognised on pension scheme               | -                                                  | -                                          | (1,456)                                         |
| Deferred tax relating to actuarial loss on pension scheme | -                                                  | -                                          | 408                                             |
| Consideration received by EBT on sale of shares           | -                                                  | 49                                         | -                                               |
| Loss by EBT on sale of shares                             | -                                                  | 205                                        | (205)                                           |
| Share-based payment                                       | -                                                  | -                                          | 13                                              |
| Profit for year                                           | -                                                  | -                                          | 1,048                                           |
| Dividends                                                 | -                                                  | -                                          | (537)                                           |
| At 31 October 2009                                        | <u>673</u>                                         | <u>(994)</u>                               | <u>7,804</u>                                    |

The investment in own shares relates to 58,779 Ordinary Shares (2008: 58,779), and 87,332 'A' Limited Voting Ordinary Shares (2008: 120,393) held by The Heavitree Brewery PLC Employee Benefits Trust and Employee Share Option Scheme.

The market value of Ordinary and 'A' Limited Voting Ordinary Shares held in trust at 31 October 2009 was £359,000 (2008: £776,000). The own shares reserve relates solely to the Ordinary and 'A' Limited Voting Ordinary Shares.

## Notes to the financial statements

for the year ended 31 October 2009

### 12. Pension schemes

#### (i) *Optional pension payments*

During the year the Company made discretionary pension payments of £48,254 (2008: £112,510) directly to past employees of the Company.

#### (ii) *Defined contribution schemes*

From 1 January 2003, the Company has also operated an employer-sponsored personal pension arrangement. The assets of the arrangement are held separately from those of the Company in an independently administered fund. The pension charge for the period was £204,245 (2008: £242,813).

#### (iii) *Defined benefit scheme*

The Company operated a defined benefit pension scheme. The assets of the scheme are held separately from those of the Company, this fund being administered by Zurich Assurance Limited and Legal and General Investment Management. Contributions to the scheme are determined by a qualified actuary on the basis of triennial valuations by discounting projected future income and benefits using the projected unit method modified by the use of a control period of 12 years.

The scheme was closed to new members on 18 July 2002 and there has been no future accrual since 5 April 2006.

The last full actuarial valuation of this scheme was carried out by a qualified independent actuary as at 1 January 2008 and updated on an FRS 17 compliant basis to 31 October 2009. The full actuarial valuation as at 1 January 2008 stated that the scheme assets were £4,955,000 and would be sufficient to cover 52% of the liabilities arising. This amounted to a deficit of £4,510,000. The deficit arose as a result of assumptions not being fully borne out by subsequent experience. The next valuation is due to be completed as at 1 January 2011.

The Group and Company are required to report the net pension deficit after providing for the related deferred tax asset as calculated under FRS 17 and this is shown on the balance sheets as the pension liability.

The assets and liabilities of the scheme at 31 October 2009 are:

|                                        | 2009        | 2008        |
|----------------------------------------|-------------|-------------|
|                                        | £000        | £000        |
| <i>Scheme assets at fair value</i>     |             |             |
| Scheme assets                          |             |             |
| Equities                               | -           | -           |
| Cash                                   | 397         | 272         |
| Other                                  | 2,837       | 4,563       |
|                                        | <hr/>       | <hr/>       |
| Fair value of scheme assets            | 3,234       | 4,835       |
| Present value of scheme liabilities    | (5,322)     | (5,840)     |
|                                        | <hr/>       | <hr/>       |
| Defined benefit pension scheme deficit | (2,088)     | (1,005)     |
| Related deferred tax asset             | 585         | 281         |
|                                        | <hr/>       | <hr/>       |
| Net liability in the balance sheet     | (1,503)     | (724)       |
|                                        | <hr/> <hr/> | <hr/> <hr/> |

## Notes to the financial statements

for the year ended 31 October 2009

### 12. Pensions (continued)

The amount recognised in the profit and loss account and in the statement of total recognised gains and losses for the year are analysed as follows:

|                                                 | 2009<br>£000 | 2008<br>£000 |
|-------------------------------------------------|--------------|--------------|
| Recognised in the profit and loss account       |              |              |
| Current service cost                            | -            | -            |
| Recognised in arriving at operating profit      | -            | -            |
| Expected return on pension scheme assets        | 185          | 331          |
| Interest on obligation                          | (262)        | (405)        |
| Other finance cost                              | (77)         | (74)         |
| Total recognised in the Profit and Loss account | (77)         | (74)         |

#### **Taken to the Statement of total recognised gains and losses**

|                                                                                           | 2009<br>£000 | 2008<br>£000 |
|-------------------------------------------------------------------------------------------|--------------|--------------|
| Actual return on scheme assets                                                            | 320          | (634)        |
| Less: expected return on scheme assets                                                    | (185)        | (331)        |
|                                                                                           | 135          | (965)        |
| Expense adjustments arising on scheme liabilities                                         | 268          | -            |
| Other actuarial (losses)/gains                                                            | (1,859)      | 1,351        |
| Actuarial (losses)/gains recognised in the Statement of total recognised gains and losses | (1,456)      | 386          |

|                                            | 2009<br>% | 2008<br>% |
|--------------------------------------------|-----------|-----------|
| <b>Main assumptions:</b>                   |           |           |
| Rate of increase in pensions in payment    | -         | 3.00-5.00 |
| Discount rate                              | 5.50      | 6.90      |
| Expected rates of return on scheme assets: |           |           |
| Equities                                   | -         | -         |
| Cash                                       | 0.50      | 4.50      |
| Other scheme assets                        | 5.50-6.00 | 6.00-6.90 |
| Inflation assumption                       | 3.00      | 3.00      |
| Mortality (in years):                      |           |           |
| Current pensioners at 65 – male            | 22        | 20        |
| Current pensioners at 65 – female          | 25        | 23        |
| Future pensioners at 40 – male             | 44        | 44        |
| Future pensioners at 40 – female           | 47        | 47        |

## Notes to the financial statements

for the year ended 31 October 2009

### 12. Pension contributions (continued)

Changes in the present value of the defined benefit obligations are analysed as follows:-

|                                   | <i>£000</i> |
|-----------------------------------|-------------|
| At 1 November 2007                | 6,994       |
| Interest cost                     | 405         |
| Benefits paid                     | (208)       |
| Actuarial losses                  | (1,351)     |
|                                   | <hr/>       |
| At 31 October and 1 November 2008 | 5,840       |
| Interest cost                     | 262         |
| Benefits paid                     | (2,371)     |
| Actuarial gains                   | 1,591       |
|                                   | <hr/>       |
| At 31 October 2009                | 5,322       |
|                                   | <hr/> <hr/> |

Changes in the fair value of plan assets are analysed as follows:

|                                   | <i>£000</i> |
|-----------------------------------|-------------|
| At 1 November 2007                | 5,519       |
| Expected return on plan assets    | 331         |
| Employer contributions            | 158         |
| Benefits paid                     | (208)       |
| Actuarial losses                  | (965)       |
|                                   | <hr/>       |
| At 31 October and 1 November 2008 | 4,835       |
| Expected return on plan assets    | 185         |
| Employer contributions            | 450         |
| Benefits paid                     | (2,371)     |
| Actuarial gains                   | 135         |
|                                   | <hr/>       |
| At 31 October 2009                | 3,234       |
|                                   | <hr/> <hr/> |

|                                                    | <i>2009</i> | <i>2008</i> | <i>2007</i> | <i>2006</i> | <i>2005</i> |
|----------------------------------------------------|-------------|-------------|-------------|-------------|-------------|
|                                                    | <i>£000</i> | <i>£000</i> | <i>£000</i> | <i>£000</i> | <i>£000</i> |
| Fair value of scheme assets                        | 3,234       | 4,835       | 5,519       | 5,675       | 5,248       |
| Present value of defined benefit obligation        | (5,322)     | (5,840)     | (6,994)     | (7,842)     | (7,642)     |
| (Deficit)/surplus in the scheme                    | (2,088)     | (1,005)     | (1,475)     | (2,167)     | (2,394)     |
| Experience adjustments arising on plan liabilities | 268         | -           | -           | -           | 80          |
| Experience adjustments arising on plan assets      | 135         | (965)       | (655)       | 11          | 190         |

## Notes to the financial statements

for the year ended 31 October 2009

### 12. Pension contributions (continued)

Assets have been stated at market prices, where available, otherwise at appropriate fair value. The total contributions to the defined benefit scheme in 2010 are expected to be £507,000 (2009: £450,000) for the Company.

The cumulative amount of actuarial gains and losses recognised since 1 November 2003 in the Statement of Total Recognised Gains and Losses is a net loss of £532,000 (2008: net gain of £924,000).

The fair value of the scheme assets as a percentage of total scheme assets are set out below:

|                     | 2009 | 2008 | 2007 |
|---------------------|------|------|------|
| Equities            | 0%   | 0%   | 0%   |
| Cash                | 12%  | 6%   | 31%  |
| Other scheme assets | 88%  | 94%  | 69%  |

The majority of the assets of the scheme at 31 October 2009 are invested in a series of with-profits deferred annuity policies insured with Zurich Assurance Limited. As such it is not possible to provide a split of the assets between equities and bonds, and therefore for the purposes of FRS 17 100% of these assets are classed as "other". This was also the case at 31 October 2008 and 31 October 2007. The value of the with-profits deferred annuity policies is linked to UK equities for members with more than ten years to retirement and, for members within ten years of retirement, to a mixture of gilt edged investments and equities.

### 13. Particulars of transactions involving Directors

One Director has made a loan to the Company. It is repayable on demand and carries an interest rate of 0.75% over the base rate.

|             | 2009     | <i>Movement</i><br><i>in year</i> | 2008     |
|-------------|----------|-----------------------------------|----------|
|             | £000     | £000                              | £000     |
| G J Crocker | 8        | -                                 | 8        |
|             | <u>8</u> | <u>-</u>                          | <u>8</u> |

The above balance is included in other creditors falling due within one year.

### 14. Employee share option scheme

In 1998, the Company set up a discretionary Employee Share Option Scheme. The Scheme was approved by the Inland Revenue on 24 July 1998. The value of shares over which options are granted is limited to a maximum of £30,000 per employee. Awards are not subject to any performance condition and may only be exercised for a period of fourteen days (2004 options: ten days) following vesting on the third anniversary of the date of grant. On 30 October 2007, options were granted under the Scheme over £19,454 (2007: 19,454) 'A' Limited Voting Ordinary Shares held by the Scheme with an exercise price of £10.975, and 17,949 of these remained under option at the year end. The mid-market value was £1.75 per share at 31 October 2009, giving a total market value of £31,411 (2008: £80,248) for the shares under option.

## Notes to the financial statements

for the year ended 31 October 2009

### 14. Employee share option scheme (continued)

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year.

|                           | <i>2009</i>   | <i>2009</i>    | <i>2008</i>   | <i>2008</i>    |
|---------------------------|---------------|----------------|---------------|----------------|
|                           | <i>Number</i> | <i>WAEP</i>    | <i>Number</i> | <i>WAEP</i>    |
| Outstanding at 1 November | 19,454        | £10.975        | 19,454        | £10.975        |
| Lapsed                    | (1,505)       | £10.975        | -             | -              |
| Outstanding at 31 October | <u>17,949</u> | <u>£10.975</u> | <u>19,454</u> | <u>£10.975</u> |
| Exercisable 31 October    | -             | -              | -             | -              |

The weighted average share price of the options exercised in the year at the date of exercise is £nil (2008: £nil).

For the share options outstanding at 31 October 2009, the weighted average remaining contractual life is 1 year (2008: 2 years).

The weighted average fair value of options granted during the year was £nil (2008: £nil). The exercise price for options outstanding at 31 October 2009 was £10.975.

The total expense recognised for the year arising from equity compensation plans was as follows:

|                       | <i>2009</i>   | <i>2008</i>   |
|-----------------------|---------------|---------------|
|                       | <i>£</i>      | <i>£</i>      |
| Fair value of options | <u>12,727</u> | <u>13,488</u> |

The fair value of options granted estimated by using a binomial option pricing model was £2.08. The fair value of options was estimated on the date of grant, based upon the following weighted average assumptions.

|                         | <i>2007</i> |
|-------------------------|-------------|
| Share price             | £10.975     |
| Exercise price          | £10.975     |
| Expected volatility     | 20%         |
| Historical volatility   | 20%         |
| Expected life           | 3 years     |
| Risk free interest rate | 5.0%        |
| Expected dividend yield | 1.0%        |

The expected volatility used was based upon the historical volatility of the share price over a period equivalent to the expected life of the options prior to the date of grant. The expected dividend yield has been based on an average dividend yield over the 12 months prior to the date of grant.