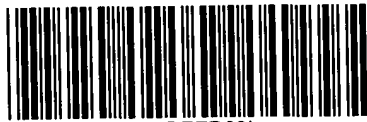

INTERFLORA GROUP LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015

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INTERFLORA GROUP LIMITED

COMPANY INFORMATION

DIRECTORS	J Dunstan R Hughes
COMPANY SECRETARY	J Dunstan
REGISTERED NUMBER	05353312
REGISTERED OFFICE	Interflora House Watergate Sleaford Lincolnshire NG34 7TB
INDEPENDENT AUDITOR	Deloitte LLP Chartered Accountants and Statutory Auditors 1 Woodborough Road Nottingham NG1 3FG

INTERFLORA GROUP LIMITED

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INTERFLORA GROUP LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

The directors present their report and the financial statements for the year ended 31 December 2015.

DIRECTORS' RESPONSIBILITIES STATEMENT

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under Company law the directors must not approve the financial statements unless satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £9,334,000 (2014 - £8,740,000).

During the year the Company paid a dividend of £9,334,000 (2014 - £8,740,000).

DIRECTORS

The directors who served during the year were:

J Dunstan
R Hughes

DIRECTORS' INDEMNITIES

The Company has indemnified its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision was in place during the year and is in force at the date of approving the financial statements.

INTERFLORA GROUP LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

FUTURE DEVELOPMENTS

Details of future developments can be found in the Strategic Report on page 3.

PRINCIPLE RISKS AND UNCERTAINTIES

Details of the principle risks and uncertainties can be found in the Strategic Report on page 3.

GOING CONCERN

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements.

Further details regarding the adoption of the going concern basis can be found in the statement of accounting policies in the financial statements.

DISCLOSURE OF INFORMATION TO AUDITOR

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

- so far as that director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.
- this confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

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



J Dunstan
Director

Date: 20 July 2016

Interflora House
Watergate
Sleaford
Lincolnshire
NG34 7TB

INTERFLORA GROUP LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

The directors present their strategic report for the year ended 31 December 2015.

PRINCIPAL ACTIVITY

The Company acts as an intermediate holding company within a group which is engaged in marketing the Interflora brand, selling flowers and gifts, processing orders and clearing amounts due between florists.

BUSINESS REVIEW

The principal activity of the Company during the year under review was that of a holding company. The directors do not anticipate the principal activity of the Company changing in the foreseeable future.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company is dependent upon the profitability of its subsidiary companies for the dividend income that it receives. The key risks facing the subsidiary companies is considered to relate to competition from mass market retailers and the retention of florist members.

FINANCIAL KEY PERFORMANCE INDICATORS

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using KPI's is not necessary for an understanding of the developments, performance or position of the business.

This report was approved by the board on 20 July 2016 and signed on its behalf.



J Dunstan
Director

INTERFLORA GROUP LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF INTERFLORA GROUP LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INTERFLORA GROUP LIMITED

We have audited the financial statements of Interflora Group Limited for the year ended 31 December 2015 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 9. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (Financial Reporting Standard 102).

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

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

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

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 December 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with Financial Reporting Standard 102; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

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

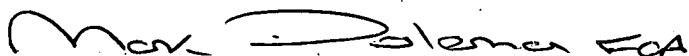
INTERFLORA GROUP LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF INTERFLORA GROUP LIMITED

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 required 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.



Mark Doleman FCA (Senior statutory auditor)

for and on behalf of
Deloitte LLP

Chartered Accountants and Statutory Auditors

1 Woodborough Road
Nottingham
NG1 3FG

Date: 20 JULY 2016

INTERFLORA GROUP LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2015

	Note	2015 £000	2014 £000
Income from shares in group companies		9,334	8,740
Profit on ordinary activities before taxation		9,334	8,740
Tax on profit on ordinary activities	3	-	-
Profit for the financial year attributable to the equity shareholders		9,334	8,740

As permitted under FRS102, the Company chooses not to produce a Statement of Comprehensive Income as all comprehensive income is already included in the Profit and Loss Account.

INTERFLORA GROUP LIMITED
REGISTERED NUMBER: 05353312

BALANCE SHEET
AS AT 31 DECEMBER 2015

	Note	2015 £000	2014 £000
Fixed assets			
Investments	4	21,657	21,657
		<u>21,657</u>	<u>21,657</u>
Total assets less current liabilities		21,657	21,657
Net assets		<u>21,657</u>	<u>21,657</u>
Capital and reserves			
Called up share capital	5	1	1
Share premium account		21,656	21,656
		<u>21,657</u>	<u>21,657</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 20 July 2016.



J Dunstan
Director

The notes on pages 10 to 13 form part of these financial statements.

INTERFLORA GROUP LIMITED

**STATEMENT OF CHANGES IN EQUITY
AS AT 31 DECEMBER 2015**

Brought forward figures have been restated in order to comply with FRS102. As per note 9, the total adjustment was £Nil.

	Share capital £000	Share premium £000	Retained earnings £000	Total equity £000
At 1 January 2015	1	21,656	-	21,657
Comprehensive income for the year				
Profit for the year	-	-	9,334	9,334
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	9,334	9,334
Contributions by and distributions to owners				
Dividends: Equity capital	-	-	(9,334)	(9,334)
Total transactions with owners	-	-	(9,334)	(9,334)
At 31 December 2015	1	21,656	-	21,657

INTERFLORA GROUP LIMITED

**STATEMENT OF CHANGES IN EQUITY
AS AT 31 DECEMBER 2014**

Brought forward figures have been restated in order to comply with FRS102. As per note 9, the total adjustment was £Nil.

	Share capital £000	Share premium £000	Retained earnings £000	Total equity £000
At 1 January 2014	1	21,656	-	21,657
Comprehensive income for the year				
Profit for the year	-	-	8,740	8,740
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	-	8,740	8,740
Contributions by and distributions to owners				
Dividends: Equity capital	-	-	(8,740)	(8,740)
Total transactions with owners	-	-	(8,740)	(8,740)
At 31 December 2014	1	21,656	-	21,657

The notes on pages 10 to 13 form part of these financial statements.

INTERFLORA GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

1. ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

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

The functional currency of the Company is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

Information on the impact first-time adoption of FRS 102 is given in note 9.

1.2 CASH FLOW

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. The Company is consolidated in the financial statements of its parent, FTD Companies, Inc., which may be obtained at FTD Companies, Inc. 3113 Woodcreek Drive, Downers Grove, Chicago, Illinois 60515, USA. Exemptions have been taken in these separate Company financial statements in relation to the presentation of a cash flow statement.

1.3 VALUATION OF INVESTMENTS

investments in subsidiaries are measured at cost less accumulated impairment.

1.4 TAXATION

The charge for taxation is based on the profit for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

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

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

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

1.5 GOING CONCERN

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. As such, they have adopted the going concern basis of accounting in preparing the financial statements.

1.6 DIVIDENDS

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within amounts owed to group undertakings.

INTERFLORA GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

2. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

No director received any emoluments for their services to this Company either paid by this Company or by fellow group undertakings.

During the year 2 directors (2014 - 2) exercised restricted stock awards.

Fees payable in respect of audit fees of £3,250 (2014 - £3,250) have been borne by a fellow group undertaking. No fees were payable for non audit services.

The company had no employees during the year or during the prior year.

3. TAXATION

Total current tax

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is lower than (2014 - lower than) the standard rate of corporation tax in the UK of 20.25% (2014 - 21.5%). The differences are explained below:

	2015 £000	2014 £000
Profit on ordinary activities before tax	9,334	8,740
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.25% (2014 - 21.5%)	1,890	1,879
Effects of:		
Income not included for tax purposes	(1,890)	(1,879)
Total tax charge for the year	-	-

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

There is no deferred tax recognised, or unprovided, at the balance sheet date.

INTERFLORA GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015

4. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies £000
Cost or valuation	
At 1 January 2015	21,657
At 31 December 2015	21,657
Net book value	
At 31 December 2015	21,657
At 31 December 2014	21,657

SUBSIDIARY UNDERTAKINGS

The following were subsidiary undertakings of the Company:

Name	Country of incorporation	Class of shares	Holding	Principal activity
Interflora British Unit	England and Wales	Ordinary	100 %	Trading company - retailer of flowers and gifts
Interflora Investments Limited	England and Wales	Ordinary	100 %	Holding company

The directors believe that carrying amount of the investments is supported by the future cashflows of the trading entity.

All investments are held in the form of ordinary shares. All subsidiaries are 100% owned by the Company. Interflora British Unit is owned 50% directly and 50% through Interflora Investments Limited.

INTERFLORA GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015

5. SHARE CAPITAL

	2015 £000	2014 £000
Authorised, allotted, called up and fully paid		
1,000 Ordinary shares of £1 each	<u>1</u>	<u>1</u>

6. DIVIDENDS

	2015 £000	2014 £000
ORDINARY		
Dividends paid amounting to £9,334 per share	9,334	-
Dividends paid amounting to £8,740 per share	-	8,740
	<u>9,334</u>	<u>8,740</u>

7. RELATED PARTY TRANSACTIONS

The Company has elected to apply the exemptions available under the terms of FRS102.33.1A from disclosing transactions and balances with other wholly owned group entities.

8. CONTROLLING PARTY

At 31 December 2015 the ultimate parent undertaking and controlling party was FTD Companies, Inc., a company incorporated in the state of Delaware; United States of America. FTD Companies, Inc. is the parent undertaking of the smallest and largest group of undertakings of which the Company is a member and for which group financial statements are drawn up. Copies of the group financial statements of FTD Companies, Inc. can be obtained from FTD Companies, Inc. 3113 Woodcreek Drive, Downers Grove, Chicago, Illinois 60515, USA.

The immediate parent undertaking is Interflora Holdings Limited, a company incorporated in England and Wales.

9. FIRST TIME ADOPTION OF FRS 102

This is the first year that the Company has presented its financial statements under Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. The last financial statements under previous UK GAAP were for the year ended 31 December 2014 and the date of transition to FRS 102 was therefore 1 January 2015. As a consequence of adopting FRS 102, there were no accounting policies which have changed to comply with that standard and there were no transitional adjustments to record.