

Company No: 166821

NANDO'S CHICKEN LIMITED
REPORT AND FINANCIAL STATEMENTS
31st DECEMBER 2005

WEDNESDAY



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20/06/2007
COMPANIES HOUSE

Nando's Chicken Limited**Directors**

Mr R A 't Hooft
Mr C F Luyckx

Secretary and Registered Office

Mr C F Luyckx
42 Vicarage Crescent, London, SW11 3LB

Auditors

Moore Stephens LLP
Chartered Accountants
St Paul's House, Warwick Lane, London, EC4M 7BP

Report of the Directors

The directors have pleasure in presenting their report and audited financial statements for the year ended 31st December 2005

Activities and Business Review

The company's premises are leased to a related company for the operation of a "flame grilled chicken concept" within the quick service sector of the restaurant industry

Results and Dividends

The loss for the financial year after taxation amounted to £147,911 (2004 profit £2,356,178) and has been set off against reserves. The directors do not recommend the payment of a final dividend for the year

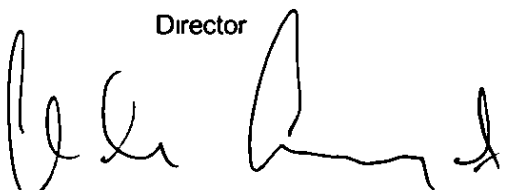
Basis of Preparation

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

By Order of the Board

Mr C F Luyckx

Director

A handwritten signature in black ink, appearing to be 'C F Luyckx', written in a cursive style.

Nando's Chicken Limited**Statement of Directors' Responsibilities
For the year ended 31st December 2005**

Company law requires the directors to prepare financial statements for each financial year which 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 those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable 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 proper accounting records which 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 1985. 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 Shareholders of Nando's Chicken Limited

We have audited the financial statements of Nando's Chicken Limited for the year ended 31st December 2005 which are set out pages 4 to 9. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We report to you whether in our opinion the information given in the directors' report is consistent with the financial statements.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.


Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31st December 2005 and of its loss for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985.

St Paul's House
Warwick Lane
LONDON EC4M 7BP

20 June 2007


Moore Stephens LLP
Registered Auditors
Chartered Accountants

Nando's Chicken Limited

**Profit and Loss Account
For the year ended 31st December 2005**

	<u>Note</u>	<u>2005</u>	<u>2004</u>
Turnover	1(b)	674,652	712,400
Administrative expenses		(808,978)	(673,265)
Operating (loss)/profit	2	(134,326)	39,135
Interest payable and similar charges	4	(13,585)	(69,235)
Loss on Ordinary Activities before Taxation		(147,911)	(30,100)
Profit on disposal of fixed assets		-	3,266,541
(Loss)/profit on ordinary activities before taxation		(147,911)	3,236,441
Taxation on result on ordinary activities	5	-	(880,263)
(Loss)/Profit for the Financial Year		(147,911)	2,356,178
Dividend paid		-	(2,100,000)
(Loss)/profit for the year		£ (147,911)	£ 256,178

Summary of Accumulated Profits

At 1st January 2005		162,100	(94,078)
(Loss)/profit for the financial year		(147,911)	256,178
At 31st December 2005	£	14,189	£ 162,100

There are no recognised gains or losses other than those included in the profit and loss account

The results for the year relate to continuing activities

Nando's Chicken Limited

Balance Sheet - 31st December 2005

	Note	2005	2004
Fixed Assets			
Tangible assets	6	443,620	483,546
Current Assets			
Debtors	7	432,545	578,721
Cash at bank		100,838	98,342
		533,383	677,063
Creditors, amounts falling due within one year	8	(662,814)	(698,509)
Net Current (Liabilities)		(129,431)	(21,446)
Net Assets		£ 314,189	£ 462,100
Capital and Reserves			
Called up share capital	9	300,000	300,000
Profit and loss account		14,189	162,100
Shareholders' Funds		£ 314,189	£ 462,100

These accounts have been prepared in accordance with the special provisions relating to small companies within Part VII of the Companies Act 1985

The financial statements were approved by the Board on 7 June 2007
and signed on its behalf by

C F LUYCKX

Director



Nando's Chicken Limited
Financial Statements
For the year ended 31st December 2005

Notes

1 Principal Accounting Policies

(a) Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with United Kingdom Generally Accepted Accounting Practice

(b) Turnover

Turnover consists of gross rental income from properties together with sales and services in the ordinary course of business, excluding sales of investment properties

(c) Fixed assets and depreciation

Freehold property is not depreciated as it is the company's policy to maintain these buildings to a high standard and, because of this, such properties are expected to maintain residual disposal values in aggregate at least equal to their book values. The company's appraisal of residual values is based on prices prevailing at the time of acquisition or subsequent valuation of the property in question. Short leasehold properties are depreciated over the term of the lease.

(d) Current and deferred taxation

Current tax is provided at amounts expected to be paid using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred taxation is provided on timing differences that have originated but not reversed by the balance sheet date on a non-discounted basis. Deferred taxation assets are recognised only to the extent that it is more likely than not that there will be suitable taxable profits from which future reversals of the underlying timing differences can be deducted.

No provision is made where the amounts involved are not material.

(e) Foreign currencies

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction. Assets and liabilities denominated in foreign currencies are translated into sterling at the rate ruling on the balance sheet date. Any resultant gains or losses on exchange are dealt with through the profit and loss account in the period in which they arise.

(f) Leased assets

Operating lease rentals are charged to the profit and loss account on a straight line basis over the term of the lease.

Nando's Chicken Limited

**Financial Statements
For the year ended 31st December 2005**

Notes (Continued)

2 Operating (Loss)/Profit

The operating (loss)/profit is stated after charging

	<u>2005</u>	<u>2004</u>
Auditors' remuneration	3,500	3,500
Depreciation	39,929	39,929
	<u> </u>	<u> </u>

3 Directors and Employees

The only employees during the year were the two directors (2004 2) Staff costs during the year were £Nil (2004 £Nil)

4 Interest payable and similar charges

	<u>2005</u>	<u>2004</u>
Bank loans and overdrafts	-	62,390
Other loans	-	6,845
Other interest	13,585	-
	<u> </u>	<u> </u>
	£ 13,585	£ 69,235
	<u> </u>	<u> </u>

5 Taxation on Ordinary Activities

	<u>2005</u>	<u>2004</u>
(a) Analysis of current tax charge		
United Kingdom corporation tax	-	890,522
	<u> </u>	<u> </u>
Total current tax charge	-	890,522
Deferred tax (credit)	-	(10,259)
	<u> </u>	<u> </u>
Current tax charge	£ -	£ 880,263
	<u> </u>	<u> </u>

(b) Factors affecting current tax charge for the year

	<u>2005</u>	<u>2004</u>
	£	£
(Loss)/profit on ordinary activities before tax at 30%	(44,373)	970,932
Effect of		
Expenses not allowed for tax	30,000	2,053
Other	-	1,641
Depreciation in excess of capital allowances	11,978	11,606
Utilisation of tax losses	-	(4,386)
Indexation allowances	-	(91,324)
Losses carried forward	2,395	-
	<u> </u>	<u> </u>
Current tax charge	£ -	£ 890,522
	<u> </u>	<u> </u>

Expenditure incurred in the current year and amounting to £100,000 may be available for offset against any capital gains made by the company in future years

Nando's Chicken Limited

Financial Statements
For the year ended 31st December 2005

Notes (Continued)

6 Tangible Fixed Assets

	<u>Short Leasehold Property</u>
Cost	
At 1st January 2005 and 31st December 2005	£ 749,717
Accumulated depreciation	
At 1st January 2005	266,168
Charge for the year	39,929
At 31st December 2005	£ 306,097
Net book value	
At 31st December 2005	£ 443,620
At 31st December 2004	£ 483,546

7. Debtors

	<u>2005</u>	<u>2004</u>
Amount owed by group company	215,225	386,669
Other debtors (rent deposits)	27,395	27,395
Prepayments and accrued income	161,786	158,913
VAT recoverable	5,744	5,744
Corporation tax recoverable	22,395	-
	£ 432,545	£ 578,721

The amount of £215,225 is due from Nando's Chickenland Limited and is interest free

8 Creditors' amounts falling due within one year

	<u>2005</u>	<u>2004</u>
Amounts owed to group company	499,539	-
Corporation tax	-	645,522
Other creditors	133,430	33,428
Accruals and deferred income	29,845	19,559
	£ 662,814	£ 698,509

The amount of £449,539 is due to Nando's Chickenland Limited is interest free and will only be repaid when the company's circumstances permit

Nando's Chicken Limited

Financial Statements
For the year ended 31st December 2005

Notes (Continued)

9 Share Capital

	<u>2005</u>	<u>2004</u>
Authorised, allotted, called up and fully paid 300,000 ordinary shares of £1 each	£ 300,000	£ 300,000

10 Reconciliation of Movements in Shareholders' Funds

	<u>2005</u>	<u>2004</u>
Opening shareholders funds	462,100	205,922
(Loss)/profit for the year	(147,911)	2,356,178
Dividend paid	-	(2,100,000)
Closing shareholders funds	£ 314,189	£ 462,100

11 Related Party Transactions

The company derived its income for the year from Nando's Chickenland Limited a company under common control

12 Ultimate Holding and Parent Company

The Directors consider that the ultimate parent company is Tarofax Investments S A which is incorporated in Panama The immediate parent company is IVM Intersurer B V incorporated in the Netherlands