Registration number: 2182529

Ariat Europe Limited

Annual Report and Financial Statements

for the Year Ended 30 June 2017

Critchleys Audit LLP
Registered Auditors
Beaver House
23-38 Hythe Bridge Street
Oxford
Oxon
OX1 2EP

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Company Information

Directors

E Cross

T A Levy A V Hagen N Hogan K Willemite

Registered office

Princes Manor Barns

Reading Road Harwell Oxon OX11 0LU

Auditors

Critchleys Audit LLP Registered Auditors Beaver House

Beaver House 23-38 Hythe Bridge Street

Oxford Oxon OX1 2EP

Strategic Report for the Year Ended 30 June 2017

The Directors present their strategic report for the year ended 30 June 2017.

Principal activity

The principal activity of the company is that of the sale, marketing and distribution of equestrian related products.

Fair review of the business

The business continues to grow satisfactorily in our main markets of the UK and Europe, with sales 8.9% ahead of the previous year despite tough economic conditions. The brand already has a high profile in the Equestrian market in the UK and continues to enhance its presence and status in Europe as well. The Directors anticipate continued growth in the coming year and an expanding product offering.

This year was a major investment year for Ariat Europe and is part of a multi-year strategic investment plan to enable the Company to maximise growth opportunities in the future.

The main financial key performance indicators that are used to monitor business performance are sales, gross profit margin, EBITDA and inventory turnover. The directors are fully satisfied with the results for the year against key performance indicators.

Principal risks and uncertainties

Ariat Europe's business activities expose it primarily to the financial changes in foreign currency exchange rates. This risk increased due to the Brexit decision and its implications, which at this stage, is still very difficult to fully

The business principal financial instruments comprise bank balances, trade debtors and trade creditors. The main purpose of these instruments is to finance the business operations.

In respect of bank balances, the liquidity risk is managed by ensuring that all of the business cash balances are held in such a way that achieves a competitive rate of interest. Liquidity is guaranteed by parent company by providing company internal loans at market competitive interest rate.

Trade debtors are managed in respect of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits. The amounts presented in the balance sheet are net of allowances for doubtful debtors. We have been prudent with regard to our bad debt provision.

Trade creditors liquidity risk is managed by ensuring sufficient funds are available to meets amounts due.

Approved by the Board on 21 September 2017 and signed on its behalf by:

Directors' Report for the Year Ended 30 June 2017

The Directors present their report and the financial statements for the year ended 30 June 2017.

Directors of the Company

The directors who held office during the year were as follows:

E Cross

T A Levy

D P Bembridge (resigned 21 October 2016)

A V Hagen

A E Andrews (Resigned 28 April 2017)

N Hogan

The following director was appointed after the year end:

K Willemite (appointed 4 September 2017)

Financial instruments

Objectives and policies

The business' principal financial instruments comprise bank balances, trade debtors and trade creditors. The main purpose of these instruments is to finance the business' operations.

Price risk, credit risk, liquidity risk and cash flow risk

In respect of bank balances, the liquidity risk is managed by ensuring that all of the business' cash balances are held in such a way that achieves a competitive rate of interest.

Trade debtors are managed in respect of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits. The amounts presented in the balance sheet are net of allowances for doubtful debtors.

Trade creditors' liquidity risk is managed by ensuring sufficient funds are available to meet amounts due.

Disclosure of information to the auditors

Each Director has taken steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information. The Directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Approved by the Board on 21 September 2017 and signed on its behalf by:

A V Hagen

Director

Statement of Directors' Responsibilities

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). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- · make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards has 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.

Independent Auditor's Report to the Members of Ariat Europe Limited

We have audited the financial statements of Ariat Europe Limited for the year ended 30 June 2017, set out on pages 7 to 21. 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).

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

Respective responsibilities of Directors and auditor

As explained more fully in the Statement of Directors' Responsibilities (set out on page 4), the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors to the financial statements.

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 the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 June 2017 and of its loss 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.

Opinion on other matter prescribed by the Companies Act 2006

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

Independent Auditor's Report to the Members of Ariat Europe 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 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

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· we have not received all the information and explanations we require for our audit

Andrew Rodzynski (Senior Statutory Auditor)

For and on behalf of Critchleys Audit LLP, Statutory Auditor

Beaver House 23-38 Hythe Bridge Street Oxford Oxon

Oxon OX1 2EP

. 21 September 2017

Ariat Europe Limited Profit and Loss Account for the Year Ended 30 June 2017

,	Note	2017 £	2016 £
Turnover	3	14,402,595	13,227,368
Cost of sales		(8,362,629)	(7,220,714)
Foreign exchange losses		186,214	(967,640)
Gross profit		6,226,180	5,039,014
Distribution costs	,	(1,819,089)	(1,769,281)
Administrative expenses		(5,718,471)	(5,029,203)
Operating loss	4	(1,311,380)	(1,759,470)
Other interest receivable and similar income	5	1,086	713
Interest payable and similar charges	6	(8,945)	(6,516)
•	-	(7,859)	(5,803)
Loss before tax		(1,319,239)	(1,765,273)
Taxation	10	(71,558)	171,995
Loss for the financial year	=	(1,390,797)	(1,593,278)

The above results were derived from continuing operations.

The company has no recognised gains or losses for the year other than the results above.

(Registration number: 2182529) Balance Sheet as at 30 June 2017

	Note	2017 £	2016 £
Fixed assets			
Tangible assets	11	598,137	622,186
Current assets			
Stocks	12	5,486,681	5,475,137
Debtors	13	2,213,980	2,692,694
Cash at bank and in hand		2,155,430	1,103,853
		9,856,091	9,271,684
Creditors: Amounts falling due within one year	15	(10,600,858)	(8,649,703)
Net current (liabilities)/assets		(744,767)	621,981
Net (liabilities)/assets		(146,630)	1,244,167
Capital and reserves			
Called up share capital	17	436	436
Share premium reserve		219,685	219,685
Other reserves		508,965	508,965
Profit and loss account		(875,716)	515,081
Total equity		(146,630)	1,244,167

Approved and authorised by the Board on 21 September 2017 and signed on its behalf by:

A V Hagen

Director

Ariat Europe Limited Statement of Changes in Equity for the Year Ended 30 June 2017

	Share capital £	Share premium £	Other reserves	Profit and loss account	Total £
At 1 July 2016 Loss for the year	436	219,685	508,965	515,081 (1,390,797)	1,244,167 (1,390,797)
At 30 June 2017	Share capital	219,685 Share premium	508,965 Other reserves	Profit and loss account	(146,630) Total
At 1 July 2015 Loss for the year	436	219,685	508,965	2,108,359 (1,593,278)	£ 2,837,445 (1,593,278)
At 30 June 2016	436	219,685	508,965	515,081	1,244,167

Ariat Europe Limited

Statement of Cash Flows for the Year Ended 30 June 2017

	Note	2017 £	2016 £
Cash flows from operating activities			
Loss for the year		(1,390,797)	(1,593,278)
Adjustments to cash flows from non-cash items			
Depreciation and amortisation	4	230,729	175,853
(Profit)/loss on disposal of tangible assets		(1,908)	40,141
Finance income	. 5	(1,086)	(713)
Finance costs	6	8,945	6,516
Income tax expense	10	71,558	(171,995)
		(1,082,559)	(1,543,476)
Working capital adjustments			
Increase in stocks	12	(11,544)	(1,632,137)
Decrease/(increase) in trade debtors	13	379,156	(730,612)
Increase in trade creditors	15 _	1,951,155	5,175,250
Cash generated from operations		1,236,208	1,269,025
Income taxes received/(paid)	10	28,000	(28,002)
Net cash flow from operating activities	-	1,264,208	1,241,023
Cash flows from investing activities			
Interest received	5	1,086	713
Acquisitions of tangible assets		(231,845)	(573,190)
Proceeds from sale of tangible assets	_	27,073	27,916
Net cash flows from investing activities		(203,686)	(544,561)
Cash flows from financing activities			
Interest paid	6 _	(8,945)	(6,516)
Net increase in cash and cash equivalents		1,051,577	689,946
Cash and cash equivalents at 1 July 2016	_	1,103,853	413,907
Cash and cash equivalents at 30 June 2017	=	2,155,430	1,103,853

Notes to the Financial Statements for the Year Ended 30 June 2017

1 General information

The company is a private company limited by share capital incorporated in England and Wales.

The address of its registered office is: Princes Manor Barns Reading Road Harwell Oxon OX11 0LU

UK

These financial statements were authorised for issue by the Board on 21 September 2017.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

Going concern

The financial statements have been prepared on a going concern basis. The company's ultimate parent undertaking has committed to financially supporting the company on an on-going and indefinite basis therefore the directors can confirm that the company can and will continue to meet its liabilities as and when they fall due.

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the Company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts and after eliminating sales within the company.

The Company recognises revenue when:

The amount of revenue can be reliably measured;

it is probable that future economic benefits will flow to the entity;

and specific criteria have been met for each of the Company's activities.

Foreign currency transactions and balances

Profit and loss account transactions in foreign currencies are translated into sterling at the exchange rate ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the closing rates at the balance sheet date and the exchange differences are included in the profit and loss account.

Notes to the Financial Statements for the Year Ended 30 June 2017

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the Company. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

Tangible assets

Tangible assets is stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class

Leasehold properties Plant and machinery Fixtures and fittings Motor vehicles

Depreciation method and rate

20% straight line 33.3% straight line 20% straight line 25% straight line

In previous years leasehold properties had been depreciated at 33.3%, no prior year adjustments were needed.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Notes to the Financial Statements for the Year Ended 30 June 2017

Trade debtors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

Bad debt provision has been reviewed in current year and the estimate of 1% of revenue is deemed more appropriate by directors than previous rationale.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the first-in, first-out (FIFO) method.

The cost of finished goods comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. At each reporting date, stocks are assessed for impairment. If stocks are impaired, the carrying amount is reduced to its selling price less costs to complete and sell; the impairment loss is recognised immediately in profit or loss.

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the Company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Notes to the Financial Statements for the Year Ended 30 June 2017

Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the Company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

Research and development

Research and development expenditure is written off as incurred.

3 Revenue

The analysis of the company's revenue for the year from continuing operations is as follows:

	2017	2016
Sale of goods	£ 14,402,595	£ 13,227,368
The analysis of the company's turnover for the year by market is as follows:		
	2017	2016
	£	£
UK	7,686,163	7,645,647
Europe	6,479,779	5,356,674
Rest of world	236,653	225,047
	14,402,595	13,227,368
4 Operating loss		
Arrived at after charging/(crediting)		
•	2017	2016
	£	£
Depreciation expense	230,729	175,853
Research and development cost	3,031	21
Foreign exchange losses	(5,360)	965,432
(Profit)/loss on disposal of property, plant and equipment	(1,908)	40,141

Notes to the Financial Statements for the Year Ended 30 June 2017

5 Other interest receivable and similar income		
	2017 £	2016 £
Interest income on bank deposits	1,086	713
6 Interest payable and similar charges		
o microso pulyusia una siminar anni geo	2017	2016
Interest expense on other finance liabilities	£ 8,945	£ 6,516
7 Staff costs		
The aggregate payroll costs (including directors' remuneration) were	as follows:	
•	2017 £	2016 £
Wages and salaries	2,056,975	1,937,031
Social security costs	312,146	272,888
Pension costs, defined contribution scheme	70,212	70,354
Redundancy costs	43,127	-
Other employee expense	73,887	73,699
	2,556,347	2,353,972
The average number of persons employed by the company (inclucategory was as follows:	uding directors) during the ye	ar, analysed by
	2017	2016
	No.	No.
Administration and support	15	13
Sales, marketing and distribution	25	29
Other departments	13	12
	53	54

Notes to the Financial Statements for the Year Ended 30 June 2017

8 Directors' remuneration

The directors' remuneration for the year was as follows:

	2017 £	2016 £
Remuneration	581,407	642,005
Contributions paid to money purchase schemes	11,426	18,799
Compensation for loss of office	61,500	<u> </u>
	654,333	660,804
In respect of the highest paid director:		
	2017 €	2016 £
Remuneration	314,766	305,105
Company contributions to money purchase pension schemes	9,019	8,610
9 Auditors' remuneration		
	2017 £	2016 £
Audit of the financial statements	9,000	9,270

Notes to the Financial Statements for the Year Ended 30 June 2017

10 Taxation		
Tax charged/(credited) in the income statement		
	2017 £	2016 £
Current taxation		
UK corporation tax adjustment to prior periods	.	(28,000)
Deferred taxation		
Arising from origination and reversal of timing differences	71,558	(143,995)
Tax expense/(receipt) in the income statement	71,558	(171,995)
The tax on profit before tax for the year is the same as the standard rate of cosame as the standard rate of corporation tax in the UK) of 19% (2016 - 20%).	orporation tax in the	UK (2016 - the
The differences are reconciled below:		
	2017 £	2016 £
Loss before tax	(1,319,239)	(1,765,273)
Corporation tax at standard rate	(250,655)	(353,055)
Effect of expense not deductible in determining taxable profit	-	10,236
Increase in UK deferred tax from temporary difference from a prior period	76,831	-
Tax increase from effect of capital allowances and depreciation	(7,063)	(63,507)
Tax increase from effect of unrelieved tax losses carried forward	252,972	214,219
Other tax effects for reconciliation between accounting profit and tax expense	(527)	20,112
Total tax charge/(credit)	71,558	(171,995)
Deferred tax Deferred tax assets and liabilities		
2017		Asset £
Difference between accumulated depreciation and amortisation and capital allow	vances	40,097
2016		Asset £

Difference between accumulated depreciation and amortisation and capital allowances

111,655

Ariat Europe Limited

Notes to the Financial Statements for the Year Ended 30 June 2017

11 Tangible assets

9					
	Land and buildings £	Furniture, fittings and equipment £	Motor vehicles £	Other property, plant and equipment £	Total £
Cost or valuation					
At 1 July 2016	197,542	331,064	169,384	623,159	1,321,149
Additions	6,032	17,170	-	208,643	231,845
Disposals	(119,545)		(110,377)	(3,708)	(233,630)
At 30 June 2017	84,029	348,234	59,007	828,094	1,319,364
Depreciation				•	
At 1 July 2016	120,148	117,901	129,583	331,331	698,963
Charge for the year	16,107	47,063	15,351	152,208	230,729
Eliminated on disposal	(119,544)		(87,192)	(1,729)	(208,465)
At 30 June 2017	16,711	164,964	57,742	481,810	721,227
Carrying amount					
At 30 June 2017	67,318	183,270	1,265	346,284	598,137
At 30 June 2016	77,394	213,163	39,801	291,828	622,186

Notes to the Financial Statements for the Year Ended 30 June 2017

12 Stocks			
		2017 £	2016 £
Finished goods and goods for resale	•	5,486,681	5,475,137
13 Debtors			
•	Note	2017 £	2016 £
Trade debtors		1,837,209	2,249,351
Other debtors		134,473	150,680
Prepayments		202,201	153,008
Income tax asset	10	40,097	139,655
	:	2,213,980	2,692,694
14 Cash and cash equivalents			
		2017 £	2016 £
Cash at bank	•	2,155,430	1,103,853
15 Creditors			
		2017	2016
	Note	£	£
Due within one year			
Trade creditors		10,066,004	7,605,959
Amounts due to related parties	19	7,329	604,199
Social security and other taxes		57,743	63,638
Outstanding defined contribution pension costs		10,812	10,218
Accrued expenses	-	458,970	365,689
		10,600,858	8,649,703

Notes to the Financial Statements for the Year Ended 30 June 2017

16 Pension and other schemes

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £70,212 (2016 - £70,354).

Contributions totalling £10,812 (2016 - £10,218) were payable to the scheme at the end of the year and are included in creditors.

17 Share capital

		_			_
Allotted.	called	un and	fully	naid s	hares

Amortea, canca up and runy paid shares	2017		2016	
	No.	£	No.	£
Ordinary shares of £0.01 each	43,622	436.22	43,622	436.22
18 Obligations under leases and hire purch	hase contracts			
Operating leases The total of future minimum lease payments i	s as follows:			
			2017 £	2016 £
Not later than one year			195,205	180,440
Later than one year and not later than five year	nrs		292,222	445,331
Later than five years				91,898
			487,427	717,669

The amount of non-cancellable operating lease payments recognised as an expense during the year was £201,226 (2016 - £221,080).

Notes to the Financial Statements for the Year Ended 30 June 2017

19 Related party transactions

Summary of transactions with parent

Expenditure with and payables to related parties

2017	Parent £
Purchase of goods	10,848,025
Amounts payable to related party	10,225,986
	Parent
2016	£
Purchase of goods	9,506,352
Amounts payable to related party	6,527,269

20 Parent and ultimate parent undertaking

The company's immediate parent is Ariat International Inc, incorporated in USA.

There is no majority shareholding in Ariat International Inc.