

# **Mitchells & Butlers Retail Limited**

## **Unaudited Semi-Annual Financial Statements**

For the 28 weeks ended 7 April 2012

*Registered Number: 24542*

# Mitchells & Butlers Retail Limited

## PROFIT AND LOSS ACCOUNT

For the 28 weeks ended 7 April 2012

		<i>28 weeks ended 7 April 2012 Unaudited £m</i>	<i>28 weeks ended 9 April 2011 Unaudited £m</i>	<i>52 weeks ended 24 September 2011 Audited £m</i>
	<i>Notes</i>			
<b>TURNOVER</b>		<b>844</b>	784	1,533
Cost and overheads*		<u>(716)</u>	<u>(706)</u>	<u>(1,317)</u>
<b>OPERATING PROFIT</b>	2	<b>128</b>	78	216
<b>NON-OPERATING EXCEPTIONAL ITEMS:</b>				
Loss on sale of fixed assets		<u>-</u>	<u>(9)</u>	<u>(9)</u>
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE INTEREST</b>		<b>128</b>	69	207
Interest payable and similar charges	3	<u>(70)</u>	<u>(72)</u>	<u>(133)</u>
Interest receivable and similar income	4	<u>-</u>	<u>1</u>	<u>1</u>
<b>PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<b>58</b>	(2)	75
Tax on profit/(loss) on ordinary activities	5	<u>(7)</u>	<u>1</u>	<u>(7)</u>
<b>PROFIT/(LOSS) FOR THE PERIOD</b>		<b><u>51</u></b>	<b><u>(1)</u></b>	<b><u>68</u></b>

All turnover and costs are derived from continuing operations.

\* 52 weeks ended 24 September 2011 includes an exceptional impairment charge in respect of tangible fixed assets of £47m (28 weeks ended 9 April 2011 £51m).

## Mitchells & Butlers Retail Limited

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### RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

For the 28 weeks ended 7 April 2012

	<i>28 weeks ended 7 April 2012 Unaudited £m</i>	<i>28 weeks ended 9 April 2011 Unaudited £m</i>	<i>52 weeks ended 24 September 2011 Audited £m</i>
<b>RETAINED PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION</b>	<b>51</b>	<b>(1)</b>	<b>68</b>
Revaluation gain credited to revaluation reserve	-	-	61
Dividends	6 <u>(56)</u>	<u>(20)</u>	<u>(59)</u>
<b>NET (DECREASE)/INCREASE IN SHAREHOLDERS' FUNDS</b>	<b><u>(5)</u></b>	<b><u>(21)</u></b>	<b><u>70</u></b>
Opening shareholders' funds	<u>2,873</u>	<u>2,803</u>	<u>2,803</u>
<b>CLOSING SHAREHOLDERS' FUNDS</b>	<b><u>2,868</u></b>	<b><u>2,782</u></b>	<b><u>2,873</u></b>

## BALANCE SHEET

At 7 April 2012

		<i>7 April 2012 Unaudited</i>	<i>9 April 2011 Unaudited</i>	<i>24 September 2011 Audited</i>
	<i>Notes</i>	<i>£m</i>	<i>£m</i>	<i>£m</i>
<b>FIXED ASSETS</b>				
Tangible assets		3,589	3,536	3,594
Investments		21	21	21
		<b>3,610</b>	3,557	3,615
<b>CURRENT ASSETS</b>				
Stocks		20	21	19
Debtors: amounts due within one year	7	1,662	1,665	1,652
Other cash deposits		-	-	20
Investments		-	15	-
Cash at bank and in hand		134	112	115
		<b>1,816</b>	1,813	1,806
<b>CREDITORS: amounts falling due within one year</b>	8	<b>(322)</b>	(291)	(288)
<b>NET CURRENT ASSETS</b>		<b>1,494</b>	1,522	1,518
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>5,104</b>	5,079	5,133
<b>CREDITORS: amounts falling due after more than one year</b>	9	<b>(2,168)</b>	(2,219)	(2,189)
<b>PROVISIONS FOR LIABILITIES AND CHARGES</b>		<b>(68)</b>	(78)	(71)
<b>NET ASSETS</b>		<b>2,868</b>	2,782	2,873
<b>CAPITAL AND RESERVES</b>				
Share capital		4	4	4
Share premium account		1,561	1,561	1,561
Revaluation reserve		1,108	1,065	1,108
Profit and loss account		195	152	200
<b>SHAREHOLDERS' FUNDS</b>		<b>2,868</b>	2,782	2,873

# Mitchells & Butlers Retail Limited

## NOTES TO THE SEMI-ANNUAL FINANCIAL STATEMENTS

### 1. BASIS OF PREPARATION

Mitchells & Butlers Retail Limited ('the Company') is a subsidiary company of Mitchells & Butlers plc. Mitchells & Butlers plc, along with its subsidiaries, form the Mitchells & Butlers group of companies ('the Group').

On 13 November 2003, the Group refinanced its debt by raising £1,900m through a securitisation of the majority of its UK pubs and restaurants whereby Mitchells & Butlers Finance plc, a fellow subsidiary within the Group, issued £1,900m of secured loan notes to third party investors and on-lent the proceeds to the Company under an Issuer/Borrower Facility Agreement dated 13 November 2003 (the "Agreement"). On 15 September 2006, Mitchells & Butlers Finance plc issued an incremental £655m of secured loan notes to third party investors, in addition to refinancing £450m of Floating Rate Notes and on-lent the proceeds to the Company under the Agreement as amended and restated. Further details of the amounts advanced under this Agreement are contained in Note 8 to the financial statements.

These semi-annual financial statements have been prepared in order to meet the financial reporting requirements included in the Agreement. A reconciliation of information contained in these financial statements to a separately issued Interim Investor Report is attached as a supplementary schedule to these accounts.

The semi-annual financial statements, which are unaudited, continue to comply with relevant accounting standards under UK GAAP and should be read in conjunction with the Company's audited financial statements for the 52 weeks ended 24 September 2011. They have been prepared on a consistent basis using the accounting policies set out in those financial statements.

The semi-annual financial statements do not constitute statutory accounts within the meaning of Section 434 of the Companies Act 2006.

The financial information for the 52 weeks ended 24 September 2011 has been extracted from the Company's published financial statements for that year, which contain an unqualified audit report and which have been filed with the Registrar of Companies and did not include an emphasis of matter, reference or any statement required under Section 498(2) or (3) of the Companies Act 2006.

The periods ended 7 April 2012 and 9 April 2011 are regarded as distinct financial periods for accounting purposes; income and costs are recognised in the profit and loss account as they arise; tax is calculated on the basis of the expected effective tax rate for the full year.

### 2. OPERATING PROFIT

	<i>28 weeks ended 7 April 2012 Unaudited £m</i>	<i>28 weeks ended 9 April 2011 Unaudited £m</i>	<i>52 weeks ended 24 September 2011 Audited £m</i>
EBITDA	179	176	355
Depreciation	(51)	(47)	(92)
Impairment charge in respect of tangible fixed assets*	-	(51)	(47)
Operating Profit	<u>128</u>	<u>78</u>	<u>216</u>

\* During the period to 24 September 2011, 182 outlets were transferred from Mitchells & Butlers Retail (No 2) Limited to Mitchells & Butlers Retail Limited in order for funds received from the disposals completed by Mitchells & Butlers Retail Limited during the period to be released from the securitised estate. Since the valuation of the assets on transfer was in excess of their book value an exceptional impairment charge of £44m arose. The remaining £3m of movement in the valuation of the property portfolio comprises £9m of impairment recognised on short leasehold and unlicensed properties where their carrying values exceed their recoverable amount, net of a £6m credit arising from the Company's revaluation of its pub estate.

# Mitchells & Butlers Retail Limited

## NOTES TO THE SEMI-ANNUAL FINANCIAL STATEMENTS

### 3. INTEREST PAYABLE AND SIMILAR CHARGES

	<i>28 weeks ended 7 April 2012 Unaudited £m</i>	<i>28 weeks ended 9 April 2011 Unaudited £m</i>	<i>52 weeks ended 24 September 2011 Audited £m</i>
Interest payable to Mitchells & Butlers Finance plc	<u>(70)</u>	<u>(72)</u>	<u>(133)</u>

### 4. INTEREST RECEIVABLE AND SIMILAR INCOME

	<i>28 weeks ended 7 April 2012 Unaudited £m</i>	<i>28 weeks ended 9 April 2011 Unaudited £m</i>	<i>52 weeks ended 24 September 2011 Audited £m</i>
Interest receivable	<u>-</u>	<u>1</u>	<u>1</u>

### 5. TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES

<i>Tax charge/(credit)</i>	<i>28 weeks ended 7 April 2012 Unaudited £m</i>	<i>28 weeks ended 9 April 2011 Unaudited £m</i>	<i>52 weeks ended 24 September 2011 Audited £m</i>
UK corporation tax	14	13	29
Group relief received for nominal consideration	(3)	(6)	(6)
Prior year adjustment to current tax	-	-	(3)
Deferred tax	(1)	(5)	(8)
Deferred tax rate change *	(3)	(3)	(5)
	<u>7</u>	<u>(1)</u>	<u>7</u>
Further analysed as tax relating to:			
Operating profit before exceptional items	10	8	25
Exceptional items – deferred tax	-	(6)	(13)
Deferred tax rate change *	(3)	(3)	(5)
	<u>7</u>	<u>(1)</u>	<u>7</u>

\* Legislation was enacted on 21 March 2012 which reduced the main rate of Corporation Tax from 25% to 24% from 1 April 2012. The effect of this change has been reflected in the closing deferred tax balance.

### 6. DIVIDENDS

During the period, the Company has paid interim dividends totalling £56m (2011: 28 weeks £20m, 52 weeks £59m), to its immediate parent undertaking, Mitchells & Butlers Retail Holdings Limited, as permitted by the terms of the securitisation.

# Mitchells & Butlers Retail Limited

## NOTES TO THE SEMI-ANNUAL FINANCIAL STATEMENTS

### 7. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	<i>7 April 2012 Unaudited £m</i>	<i>9 April 2011 Unaudited £m</i>	<i>24 September 2011 Audited £m</i>
Loan to Mitchells & Butlers Retail Holdings Limited	1,362	1,362	1,362
Loan to Mitchells & Butlers plc	282	282	282
Other debtors/prepayments	18	21	8
	<u>1,662</u>	<u>1,665</u>	<u>1,652</u>

The loans to Mitchells & Butlers Retail Holdings Limited and Mitchells & Butlers plc are non-interest bearing.

### 8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	<i>7 April 2012 Unaudited £m</i>	<i>9 April 2011 Unaudited £m</i>	<i>24 September 2011 Audited £m</i>
Borrowings (note 10)	50	50	49
Amounts owed to fellow subsidiary undertakings	153	137	126
UK corporation tax payable	8	6	7
Other taxation and social security	50	54	48
Other creditors and accruals	61	44	58
	<u>322</u>	<u>291</u>	<u>288</u>

### 9. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	<i>7 April 2012 Unaudited £m</i>	<i>9 April 2011 Unaudited £m</i>	<i>24 September 2011 Audited £m</i>
Borrowings (note 10)	2,156	2,206	2,177
Other creditors	12	13	12
	<u>2,168</u>	<u>2,219</u>	<u>2,189</u>

### 10. BORROWINGS

#### *Term advances with Mitchells & Butlers Finance Plc*

Under an Issuer/Borrower Facility Agreement dated 13 November 2003 (see Note 1), amended and restated on 15 September 2006, the Company borrowed £1,900m from Mitchells & Butlers Finance plc in the following six tranches:

- Class A1N floating rate Term Advance for £200m due 2030
- Class A2 5.584% Term Advance for £550m due 2030
- Class A3N floating rate Term Advance for £250m due 2030
- Class B1 5.975% Term Advance for £350m due 2025
- Class B2 6.023% Term Advance for £350m due 2030
- Class C1 6.479% Term Advance for £200m due 2032

# Mitchells & Butlers Retail Limited

## NOTES TO THE SEMI-ANNUAL FINANCIAL STATEMENTS

### 10. BORROWINGS (CONTINUED)

On 15 September 2006, the Company borrowed a further £655m from Mitchells & Butlers Finance plc in the following four tranches. As part of the transaction, the original A1 and A3 Term Advances were repaid and reissued as A1N and A3N Term Advances to take advantage of market rates.

- Class A4 floating rate Term Advance for £170m due 2030
- Class AB floating rate Term Advance for £325m due 2033
- Class C2 floating rate Term Advance for £50m due 2034
- Class D1 floating rate Term Advance for £110m due 2036

Interest and margin is payable on the floating rate Term Advances as follows:

Tranche	Interest	Margin	Margin step-up date	Post step-up margin
A1N	3 month LIBOR	0.46%		
A3N	3 month LIBOR	0.46%		
A4	3 month LIBOR	0.24%	September 2013	0.59%
AB	3 month LIBOR	0.25%	September 2013	0.61%
C2	3 month LIBOR	0.76%	September 2013	1.89%
D1	3 month LIBOR	0.86%	September 2013	2.14%

In order to mitigate the interest rate risk inherent in the floating rate Term Advances, the Company entered into interest rate hedging arrangements with Mitchells & Butlers Finance plc which fix the interest rate payable.

The Term Advances are secured on the Company's assets and future income streams therefrom.

The Issuer/Borrower Facility Agreement includes customary covenants, warranties and events of default.

The carrying value of the Term Advances at 7 April 2012 is analysed as follows:

	£m
Principal outstanding at 24 September 2011	2,235
Principal repaid during the period	(25)
Principal outstanding at 7 April 2012	<u>2,210</u>
Deferred finance costs	(11)
Accrued interest	<u>7</u>
Carrying value at 7 April 2012	<u><u>2,206</u></u>
Maturity profile:	
Amounts falling due within one year	50
Amounts falling due after more than one year	<u>2,156</u>
	<u><u>2,206</u></u>

Under a Guarantee and Reimbursement Agreement, Ambac Assurance UK Limited ("Ambac"), a financial guarantee insurance company, agreed to act as a guarantor of MAB Retail's financial obligations to MAB Finance under the Agreement. Ambac's guarantee of MAB Finance's obligations to repay interest and principal on the loan notes in the event that MAB Finance is unable to pay such amounts is limited to the Class A and Class AB noteholders only.



### 11. CONTINGENT LIABILITIES

Pursuant to the securitisation of the business of Mitchells & Butlers Retail Limited on 13 November 2003, the Company is jointly and severally liable with various other companies within the Mitchells & Butlers group, for all advances made by Mitchells & Butlers Finance plc to the Company and other companies within the Mitchells & Butlers group, under an Issuer/Borrower Facility Agreement dated 13 November 2003, as amended and restated on 15 September 2006.

On 13 November 2003, the Company and certain other members of the Mitchells & Butlers group granted full fixed and floating security over their respective assets and undertakings.

The Company has entered into swap arrangements with Mitchells & Butlers Finance plc which convert underlying borrowings with an effective principal of £1,083m (9 April 2011: £1,105m, 24 September 2011: £1,092m) from floating rate interest payable to fixed rate interest payable.

## Mitchells & Butlers Retail Limited

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### NOTES TO THE SEMI-ANNUAL FINANCIAL STATEMENTS

#### SUPPLEMENTARY INFORMATION – RECONCILIATIONS TO THE INTERIM INVESTOR REPORT: 7 APRIL 2012

	<i>Q1 Investor Report £m</i>	<i>Q2 Investor Report £m</i>	<i>Q1 + Q2 Interim Investor Report £m</i>	<i>Semi-Annual Financial Statements £m</i>
Turnover	484	360	844	<b>844</b>
Operating expenses	<u>(410)</u>	<u>(306)</u>	<u>(716)</u>	<u><b>(716)</b></u>
Operating profit	74	54	128	<b>128</b>
Depreciation	<u>29</u>	<u>22</u>	<u>51</u>	<u><b>51</b></u>
EBITDA	<u><u>103</u></u>	<u><u>76</u></u>	<u><u>179</u></u>	<u><u><b>179</b></u></u>