

United Carpets Group plc

Annual Report

Year ended 31 March 2018

Company number: 05301665

UNITED CARPETS GROUP PLC

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Chairman's statement

Overview

The challenges in the retail market and within the home furnishings sector in particular have been widely reported. Recording moderate increases in revenue, level profits and positive like for like sales of 3.2% is therefore a satisfactory outcome for the year.

It is difficult to predict the strength or otherwise of the market in the coming months as the political and economic factors are many and ever changing. The Group continues to focus on its core retail offer and supporting the endeavors of the franchise network with new marketing initiatives, new customer financing options and expanded product ranges.

During the year, we added one corporate store taking the total number of stores to 58. Where there is a compelling case, the Group will continue to open new stores alongside seeking new franchisees to operate new and non-core corporate stores.

Activity across the housing market has continued to be sluggish despite support from the ongoing low interest rate environment. However, repair and refurbishment of existing homes continues to be an important factor in helping to support consumer demand for new flooring and beds.

Financial review

Revenue, which includes marketing and rental costs incurred by the Group and recharged to franchisees, was £21.72m (2017: £21.19m).

Like for like sales across the whole of the network (based on stores that have traded throughout both the period under review and the corresponding period in the prior year and thus excluding stores that closed during either period) were up 3.2%. This was a positive result during a period when a number of peers have announced disappointing or negative like for like sales performances.

Gross margin in the period was 61.5% compared to 61.2% in the prior year reflecting a general improvement in underlying gross margins offset by a slight increase in the proportion of total sales derived from the Warehousing division

Distribution costs and administrative expenses, which include rent, rates and staff costs at the corporate stores, increased by £0.4m reflecting the additional costs of the corporate store added in the year and the full year impact of the increased investment to support the Group's online and Beds operations during the prior year. Consequently, distribution costs and administrative expenses were 54.6% of revenue, a small increase from 54.1% in the prior year.

Profit before tax was £1.52m (2017: £1.53m) and earnings per share were 1.57p (2017: 1.58p).

The statement of financial position included net funds of £2.64m at 31 March 2018 (2017: £2.60m).

Dividend

Notwithstanding the more challenging environment, the Group continues to generate cash and has no borrowings. The Board is pleased, therefore, to be able to recommend an increased final dividend of 0.285p per share (2017: 0.275p per share). Subject to approval at the Annual General Meeting, this dividend will be paid on 11 October 2018 to all shareholders on the register at the close of business on 28 September 2018. The ex-dividend date will be 27 September 2018.

Combined with the interim dividend of 0.135p per share (2017: 0.13p per share), the total dividend for the year will be 0.42p per share (2017: 0.405p per share).

In addition, on 25 May 2017, the Group paid a special dividend of 1.0 pence per share.

Operations review

The store portfolio is better balanced, more stable and managed by an increasingly experienced network of franchisees. During the financial year under review, one new corporate store was added in a trial format taking the total number of stores to 58 as at 31 March 2018. There have been no further changes to the portfolio since then, although at least one new store is expected to open with an existing, successful franchisee in the current calendar year.

Of the 58 stores 50 are operated by franchisees and 8 are corporate stores of which 3 are considered to be long term corporate stores and 5 could be franchised. The average length a United Carpets franchisee has been with the Group is now 10 years reflecting the stability and experience the Group has accumulated across the network. An expanding group of franchisees are now successfully running multiple stores which brings immediate experience to a new store and a route for the best performing franchisees to grow within the Group.

Building on the work in the previous year, the Group continues to invest in its presence online. The website is transactional and each order is fulfilled by the nearest store to the customer. In addition, the Group continues to explore new opportunities to make its products more affordable to the consumer including interest free credit and other easy payment options. Trials to date have proven popular, expanding our customer appeal more widely and the results will continue to be closely monitored.

Alongside these initiatives, the Group continues to support the network with a centralised programme of marketing, underpinning awareness of the brand and promotional offers on specific products designed to increase footfall across the store network.

Franchising and Retail

Floor coverings are the Group's primary driver of sales (predominantly carpet, laminate and vinyl floorings) through both franchised stores and the Group's own corporate stores. Flooring like for like sales were up by 3.2% for the year which compares favourably to the wider market. The Group is always looking to increase the product range and add to marketing activities but the key driver for this performance came from the effectiveness of the franchise network and the combined commitment of our franchisees who act as individual business owners with the ability to draw upon the resources of the Group. Training of franchisees, managers and staff continues to be a key area of development focussed on improving conversion rates and average transaction values.

While still contributing less than 10% of the Group's total revenues, Beds again delivered a positive performance with a like for like sales increase also of 3.2%. Over 80% of our stores sell beds and it is a firmly established addition to the core flooring offer. There remains further potential and the Group continues to explore the addition of new bed brands and encouraging those remaining franchisees who are still exclusively flooring focused to expand into Beds. The recent introduction of an in-store, digital Beds catalogue has enabled some stores, previously considered too small to stock Beds, the opportunity to participate in this additional product category.

Warehousing

Our in-house cutting operation continues to support the whole network providing a quick, efficient cutting and delivery service enabling our franchisees to offer attractive retail price points with good margins. This division continues to benefit from the consolidation of the previously separate Flooring and Beds warehouses into adjacent locations, improving efficiency and customer service. Actions taken in the second half, to offset the impact of additional costs to better support the service to the store network, were successful in transforming a small first half loss into a modest profit for the full year.

The Warehousing function is seen as a key element of service to our store network and whilst it is not intended to generate a normal, commercial return, a modest ongoing profit is considered to be sustainable.

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Chairman's statement (*continued*)

Property

The Property division leases properties from third parties and sublets those properties to the store network.

People

These results show the benefit of the franchise structure and the Board would like to thank the franchisees, suppliers, employees and all persons connected to the Group for their contribution to these results and looks forward to continuing to work together in the future.

Outlook

Since the year end, the trading environment has remained challenging. Like for like sales for the 16 weeks since the period end to 19 July 2018 are down 1.6%. Warm, sunny weather has a significant adverse impact on our sector and conditions over the important bank holidays were poor for us and have deteriorated significantly over the last 4 weeks of that period as the World Cup added further distractions.

While the Board believes that United Carpets is well placed to compete, it does not expect the trading environment to improve dramatically in the short to medium term. Combined with inflationary pressures impacting on the cost base, the first half of the current financial year is expected to be very challenging and the Board do not anticipate the first half profit levels of the previous year to be achieved. However, the store portfolio has, over the years, been significantly streamlined and the remaining stores are well located, generally at competitive rents. The Group has no debt and is committed to investing in promoting the brand in all spheres. Perhaps most significantly, the Board have confidence in the abilities and commitment of the franchise network to ensure their own and the Group's future.

Peter Cowgill
Chairman

16 August 2018

UNITED CARPETS GROUP PLC

Board of directors and advisers

Directors

IF Bowness, aged 61, Finance Director

Ian trained as a chartered accountant with Price Waterhouse and spent 10 years working at Sears plc, latterly as Group Financial Controller. Ian was Finance Director of DFS Furniture Company plc for 8 years before joining United Carpets Group plc.

PA Cowgill, aged 65, Non-Executive Chairman

Peter is Executive Chairman of JD Sports Fashion plc and senior partner in Cowgill Holloway LLP, chartered accountants.

PR Eyre, aged 59, Chief Executive

Paul, a founder of the business, has over 40 years' experience within the carpet sector and came into the industry through the carpet retailing interests of his family. His extensive experience covers suppliers, competitors and background knowledge on store locations throughout the U.K.

D Grayson, aged 56, Commercial Director

Deborah, a founder of the business, has over 35 years' experience within the carpet sector and came into the industry through the carpet retailing interests of her family. Deborah has primary responsibility for buying, has strong links with the franchise supplier network and supports Paul Eyre in the management of the business. Deborah has also had responsibility for developing the Beds retailing side of the business.

PD Newton, aged 50, Operations Director

Paul has also worked in the flooring sector for over 30 years and has held senior executive roles in two major flooring retailers. Paul is responsible for the retail operations of the Group's network of corporate and franchised stores.

KS Piggott, aged 69, Non-Executive Director

Ken is a former Managing Director of Boots The Chemists Ltd and is a former Executive Director of The Boots Company Plc. In a career spanning over 40 years, he has managed a number of major U.K. retail businesses including Children's World, Do-It-All and Halfords Ltd. He is Chairman of Simplyhealth Group Ltd.

Secretary	IF Bowness
Registered office	Moorhead House Moorhead Way Bramley Rotherham South Yorkshire S66 1YY
Nominated adviser and broker	Cantor Fitzgerald Europe One Churchill Place Canary Wharf London E14 5RB
Audit committee	KS Piggott PA Cowgill
Remuneration committee	KS Piggott PA Cowgill

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Board of directors and advisers (*continued*)

Auditor	RSM UK Audit LLP Statutory Auditor Suite A, 7 th Floor City Gate East Tollhouse Hill Nottingham NG1 5FS
Solicitors	DWF LLP Bridgewater Place Water Lane Leeds LS11 5DY Shoosmiths LLP Waterfront House Waterfront Plaza 35 Station Street Nottingham NG2 3DQ
Bankers	Santander UK plc 1 st Floor, Telegraph House High Street Sheffield S1 2AN National Westminster Bank Plc PO Box 4 69 Bridge Street Worksop S80 1DJ
Registrars	Neville Registrars Limited Neville House Steelpark Road Halesowen West Midlands B62 8HD
Company number	Registered number: 05301665

Introduction

The Group's principal activities are carpet and bed retailing and franchising of retail outlets.

Business review

A review of the development of the business during the period and the prospects for the Group is given in the Chairman's statement on pages 1 to 3.

The Chairman's statement contains details of likely future developments within the Group.

The results of the Group for the period are set out on page 20.

Principal risks and uncertainties

Economic factors

The economy is a major influence on consumer spending with trends in housing transactions, unemployment, consumer confidence, mortgage approvals, consumer debt levels and interest rates affecting discretionary spending on the home. Any significant contraction of the market for either flooring or beds would adversely impact the Group as it impacts on the ability of franchisees to meet their financial commitments. Marketing is coordinated at Group level in order to maximise brand value and maintain and improve customer awareness and drive sales during challenging times. Prolonged uncertainty over the impact of the decision to leave the EU appears to have adversely affected consumer and business confidence and this will remain a significant risk until a clear plan for the future relationship with the EU emerges.

Online and mobile retailing continue to gain ground which may potentially impact on footfall to conventional retailers. The Group continues to explore opportunities to grow its online capabilities.

Property costs are a material overhead for the Group and the potential liability associated with long term lease commitments can be significant. New leases are agreed where the Group is reasonably confident that the store can be operated on a basis that will provide a viable future for the franchisee or the Group as appropriate. As part of those negotiations, the Group generally seeks to reduce the life of the lease commitment, introduce appropriate break clauses, minimise potential dilapidation liabilities as well as reduce the overall rent cost.

The Group's franchise structure should ensure that we have a team which is highly motivated to succeed and retail failures elsewhere may add to our pipeline of experienced franchisee candidates. However, a general hardening of the various banks' attitude to risk may act as a constraint on the availability of funding for potential franchisees.

Supply chain

The Group has established relationships with a number of carpet manufacturers. Carpet manufacturing is a highly competitive sector and alternative sources of supply exist in the event that one of the Group's suppliers experience difficulties. The historic location of the principal carpet manufacturers in Europe means that the Group is exposed to fluctuations in the value of the euro compared with sterling. Prices are regularly reviewed as exchange rates vary and declines in the value of sterling following the referendum decision have had a modest impact to date on all retailers in our market. Further movements in exchange rates as Brexit plans become clearer may adversely affect future cost prices and may make increases in retail prices unavoidable.

The nature of the franchise network means that any risk to suppliers comprises numerous, relatively small balances with individual entities and is not concentrated into any particularly large amounts. Consequently, availability of credit insurance has not been a constraint on the Group to date.

Increases in raw material prices would increase pressure on operating margins across the sector and the Group works proactively with its supplier partners to mitigate increases wherever possible and maintain margins at very competitive retail prices.

The Group's in-house cutting operation has significantly improved efficiency and service to the store network and its continued successful operation is expected to yield further benefits in the future as utilisation and

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Strategic report (*continued*)

Principal risks and uncertainties (*continued*)

Supply chain (continued)

economies of scale increase. In the event of a major failure of either the systems used to support the in-house cutting operation or of the physical premises, the Group would need to revert to providing a replacement service via wholesalers which could adversely impact on margins and price competitiveness. Business interruption insurance, to mitigate any such impact, is reviewed annually and maintained at what is considered to be an appropriate level.

Competitors

The Group operates in a highly competitive, price led environment. Changes in competitor numbers and activity can adversely impact Group sales. Wherever possible the Group seeks to protect sales revenue by promoting ranges that have been specifically designed for it, resorting to lower margin branded products only where it cannot realistically offer an own brand alternative.

Personnel

The success of the Group is dependent on the continued service of its key management personnel and franchisees and on its ability to attract, motivate and retain suitably qualified individuals. The Group has competitive reward packages for all staff and significant earnings potential for successful franchisees. The Group seeks to train and develop all staff and franchisees to continually improve product knowledge and customer service.

Financial risk management objectives and policies

The Group seeks to agree arrangements with franchisees to ensure that as many as possible can anticipate a viable future at the same time as re-negotiating lease arrangements to better underpin that objective. Whilst there can be no guarantee of success, progress to date continues to be encouraging.

The Group makes little use of financial instruments other than an operational bank account and trade receivables and payables. Except as noted above, exposure to price risk, credit risk, liquidity risk and cash flow risk is not considered material for the assessment of the assets, liabilities, financial position and profit or loss of the Group.

Key performance indicators

	Year ended 31 March 2018	Year ended 31 March 2017
Revenue	£21.7m	£21.2m
Like for like sales (a)		
- Flooring	3.2%	+0.8%
- Beds	3.2%	+7.2%
- Combined	3.2%	+1.3%
Store numbers (year end)		
- Core corporate	3	2
- Other corporate	5	5
- Franchised	50	50
- Total	58	57
Gross margin (b)	61.5%	61.2%
Overheads as a proportion of sales (c)	54.6%	54.1%
Cash generated from operations	£2.21m	£1.99m
Net funds (d)	£2.64m	£2.60m

(a) Like for like sales is calculated as this period's sales divided by last period's sales for all stores that traded throughout both periods.

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Strategic report (*continued*)

Key performance indicators (*continued*)

- (b) Gross margin is calculated as gross profit divided by revenue.
- (c) Overheads as a proportion of sales is calculated by dividing total distribution costs and administrative expenses by revenue.
- (d) Net funds comprise cash and cash equivalents less borrowings - finance leases.

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

Peter Cowgill
Chairman

16 August 2018

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Directors' report

The Directors present their report and the Group's audited accounts for the year ended 31 March 2018.

These results, together with the comparative results and information, have been determined and presented under IFRS as adopted by the European Union.

This report has been prepared in accordance with requirements outlined within the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008. Certain information that fulfils the requirements of the directors' report can be found elsewhere in this document and is referred to below.

The strategic report is set out on pages 6 to 8 and is incorporated into this directors' report by reference. The strategic report contains details of likely future developments within the group, key performance indicators and the principal risks and uncertainties affecting the group.

Disclosures relating to financial risk management objectives and policies are set out in note 22 to the consolidated financial statements.

Principal activities

The Group's principal activities are carpet and bed retailing and franchising of retail outlets. The Company's principal activity is as a holding company for the Group.

Dividends

During the year, a special dividend of £814,000 was paid on 25 May 2017, a final dividend of £224,000 was paid on 12 October 2017 in respect of 2016/17 (2017: £216,000) and an interim dividend of £110,000 was paid on 19 January 2018 in respect of 2017/18 (2017: £106,000).

A final dividend of £232,000 (2017: £224,000) has been proposed but not provided in the financial statements.

Substantial shareholders

At 9 August 2018, the directors had been notified of the following interests which amounted to 3% or more of the issued share capital in the Company:

	Number of shares	Percentage
PR Eyre	38,482,500	47.3%
D Grayson	12,541,392	15.4%
IF Bowness	2,691,208	3.3%

Wealth Nominees Limited Des:WRAP held 2,900,662 shares, of which 2,611,208 are held on behalf of IF Bowness and family and these are included in the total holding of 2,691,208 shares noted above.

The mid-market price of ordinary shares at 31 March 2018 was 8.625p. The highest and lowest share prices during the year were 7.625p and 12.125p respectively.

Employees

The Group aims to be an equal opportunities employer with a commitment to help people develop their potential. In relation to disabled people or minority groups, the Group has a policy of giving them full and fair consideration for all vacancies for which they are suitably qualified. Employees who become disabled during employment will be retained wherever possible and retrained if necessary.

The Directors recognise that communication with its employees is essential and the Group places importance on the contributions and views of its employees.

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Directors' report (*continued*)

Directors

Details of the Directors are given on page 4.

During the year, the Group had in place directors' and officers' insurance.

Statement of disclosure of information to auditors

The Directors of the Group have, individually, considered their responsibilities to provide information to the Group's auditor and in so far as each of them is aware, there is no relevant audit information of which the Group's auditor is unaware and each Director has taken all the steps that they ought to make themselves aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

Auditor

A resolution proposing to re-appoint RSM UK Audit LLP as auditor will be put to the members at the Annual General Meeting.

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

IF Bowness
Secretary

16 August 2018

There is a commitment to high standards of corporate governance throughout the Group and the Board agrees with the provisions set out in the UK Corporate Governance Code (as appended to the listing rules) however, due to the size of the Group, it does not seek full compliance with the code. The Group does not have a Nomination Committee. The Audit Committee comprises two non-executive directors rather than three non-executives and the Remuneration Committee also comprises two non-executive directors. The Board is of the opinion that the current arrangement for the Audit and Remuneration Committees is appropriate given the size of the Company and the composition of its Board. A Nomination Committee would be formed should a need arise.

The Board is accountable to the Company's shareholders for good governance and the statement describes the Company's governance procedures.

Directors

The Board consists of four executives and two non-executive directors and meets regularly throughout the period. The non-executive directors are considered by the Board to be independent of management and free from any relationship which could materially interfere with the exercise of this independent judgement. They receive a fixed fee for their services; the non-executive directors do not have a material interest in the shares of the Company. Concerns relating to the executive management of the Company can be raised with the non-executive directors.

Details of the Board members appear on page 4.

The Board meets generally on a monthly basis and more frequently where business needs require. A formal schedule of matters reserved for the decision of the Board covers key areas of the Group's affairs. This is communicated throughout the senior management of the Group. Procedures have been established to enable directors to obtain independent professional advice, where necessary, at the Company's expense. In addition, every director has access to the Company Secretary. The Secretary is charged by the Board with ensuring that Board procedures are followed.

To enable the Board to function effectively and allow directors to discharge their responsibilities, full and timely access is given to all relevant information. In the case of Board meetings, this consists of a comprehensive set of papers, including regular operating and progress reports and discussion documents regarding specific matters.

Appointments to the Board

Appointments to the Board of executive directors are considered by the full Board of directors who review the candidates' experience and qualifications. Appointments to the Board of non-executive directors are considered by the Company's executive directors.

Any director appointed during the period is required, under the provision of the Company's Articles of Association, to retire and seek election by the shareholders at the next Annual General Meeting. The Articles also require that up to one third of the directors retire by rotation each year and seek re-election at the Annual General Meeting. The directors required to retire are those in office longest since their previous re-election.

On appointment to the Board, there are procedures to allow for appropriate training in respect of the role and duties as a public company director.

Details of the Directors' service contracts are given in the Board's report on directors' remuneration on page 15.

Committees of the Board

The Board has two standing committees, each of which has terms of reference setting out their authority and duties, including the following:

Committees of the Board (continued)

The Audit Committee comprises KS Piggott as Chairman, and PA Cowgill. The Committee meets as required. In addition to reviewing the report and accounts and the interim statement (including the Board's statement on internal financial control in the annual report) prior to their submission to the Board for approval, it keeps the scope, cost-effectiveness, independence and objectivity of the external auditor under review; this includes monitoring the level of non-audit fees. These are disclosed in note 6 to the financial statements and in the opinion of the Audit Committee do not affect the auditor's independence or objectivity.

The Audit Committee can meet for private discussion with the external auditor, who attends its meetings, as required. The Company Secretary acts as secretary to the Committee.

The Remuneration Committee comprises KS Piggott as Chairman, and PA Cowgill. The Board's report on directors' remuneration, which includes details of the Remuneration Committee, is set out on pages 14 and 15.

Internal financial control

The Directors acknowledge their responsibility for the Group's system of internal financial control and place considerable importance on maintaining a strong financial control environment. It should be noted that internal financial control can only provide reasonable and not absolute assurance against material errors, losses or fraud.

The system of internal financial control is structured around an assessment and prioritisation of the various risks to the business. The control environment is designed to address particularly those risks that the Board consider to be material to the business, safeguarding the assets against unauthorised use or disposition and maintaining proper accounting records which produce reliable financial information.

The Board has reviewed the effectiveness of the system of internal financial control for the accounting period and the period to the date of approval of the financial statements.

A summary of the key established procedures of internal financial control is as follows:

- Powers reserved to the Board are clearly specified and include the approval of strategic plans and budgets, material capital expenditure, dividend policy, communication with shareholders and Board appointments.
- A simple organisational structure exists with close involvement of the executive directors and senior management.
- The Board meets generally monthly. The senior management team meets generally fortnightly to review and address trading performance and operational issues.
- Detailed budgets covering profits, cash flows and capital expenditure are prepared and are approved by the Directors. Comprehensive monthly reports are produced of performance against forecasts which are prepared and reviewed regularly.
- Stocktakes within the Group's own stores are generally performed at six monthly intervals.

Going concern

The Company's and Group's business activities together with factors likely to affect future development and performance are set out on pages 1 to 3 and 6 to 8. The Company and Group have minimal borrowings and the directors have reviewed and approved Group cash flow forecasts for a period of at least 12 months from the date of approval of these financial statements and have a reasonable expectation that the Company and Group have adequate resources to continue in operational existence for the foreseeable future. For this reason, the going concern basis has been adopted in preparing the accounts.

Communication

The Group places a great deal of importance on communication with its shareholders. The Board maintains a dialogue with individual institutional shareholders. All available directors attend the Annual General Meeting and all shareholders have the opportunity to ask questions. Resolutions are proposed on each substantially separate issue. The Group will indicate the level of proxies lodged on each resolution and the balance for and against the resolution at each Annual General Meeting.

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Corporate governance report (*continued*)

Corporate Governance Code

From 28 September 2018, AIM companies will be required to apply a recognised corporate governance code and the Board is reviewing its current arrangements and will provide the required information on its website by that date.

Peter Cowgill
Chairman

16 August 2018

UNITED CARPETS GROUP PLC

Board's report on directors' remuneration

The Remuneration Committee ("The Committee") meets at least annually and comprises KS Piggott and PA Cowgill.

The Committee under the chairmanship of KS Piggott is responsible for the determination of the remuneration policy of the Group's executive directors and senior executives.

Full details of the elements of each director's remuneration is set out below.

Executive remuneration policy

The policy on executive directors' remuneration is to provide a competitive level of reward relevant to the Group's business and the individuals concerned. The principal factors considered in applying the policy are the nature of responsibility carried out, individual performance and relevant external comparisons.

No director participates in decisions about their own remuneration package.

The main elements of remuneration are:

- **Base salary and benefits**

Base salaries are reviewed annually. All four executive directors who served during the year were entitled to private medical insurance, company car, permanent health insurance, life assurance cover and pension contributions of up to 15% of salary. The bonus scheme for executive directors seeks to reward Group performance in excess of the target level of profit before tax, exceptional items and bonus provisions which has been set by the Committee for the year.

In addition IF Bowness is entitled to participate in a bonus scheme providing for an allocation of shares in the Company, to a maximum value of £700,000 subject to the share price performance of the Company.

- **Share option scheme**

The Company's Approved Company Share Option Scheme was approved by the Board on 10 February 2005. The Directors had been awarded the following options under this scheme at 31 March 2018:

	At 31 March 2017	Lapsed during the year	At 31 March 2018
IF Bowness	246,305	-	246,305

The Company's Unapproved Company Share Option Scheme was approved by the Board on 10 February 2005. The Directors had been awarded the following options under this scheme at 31 March 2018:

	At 31 March 2017	Lapsed during the year	At 31 March 2018
IF Bowness	2,961,497	(1,052,631)	1,908,866

Further details of the options are given in note 24 to the financial statements.

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Board's report on directors' remuneration (*continued*)

Directors' emoluments

The following emoluments were paid to the Directors:

	Salary £'000	Bonuses £'000	Benefits £'000	Pensions £'000	Year ended 31 March 2018 Total £'000	Year ended 31 March 2017 Total £'000
IF Bowness	175	53	37	26	291	313
PA Cowgill	47	-	-	-	47	47
PR Eyre	200	105	2	22	329	318
D Grayson	157	65	34	25	281	272
PD Newton	150	36	21	8	215	210
KS Piggott	38	-	-	-	38	38
	<u>767</u>	<u>259</u>	<u>94</u>	<u>81</u>	<u>1,201</u>	<u>1,198</u>

The emoluments of the highest paid director were £307,000 (2017: £280,000). The value of Group pension contributions to money purchase schemes for the highest paid director were £22,000 (2017: £38,000).

Four directors are accruing benefits under money purchase pension schemes (2017: four). The remuneration of each director who served during the period set out in the table above has been audited by RSM UK Audit LLP, the Group's auditor, as part of their audit of the financial statements.

Service contracts

Executive directors

IF Bowness, PR Eyre and D Grayson each have a service contract with the Company from 10 February 2005 which may be terminated upon 12 months' notice by either party.

PD Newton has a service contract with the Company from 6 June 2013 which may be terminated upon 6 months' notice by either party.

Non-executive directors

The services of the non-executive directors are provided under the terms of letters of appointment from the Company dated 11 February 2005, for an initial period of 12 months, continuing thereafter subject to termination upon at least 3 months written notice.

The Committee is directly accountable to shareholders. A representative of the Committee will be available at the Annual General Meeting to answer questions about the remuneration of the Directors.

KS Piggott
Chairman, Remuneration Committee

16 August 2018

UNITED CARPETS GROUP PLC

Statement of directors' responsibilities

The Directors are responsible for preparing the strategic report and the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare group and company financial statements for each financial year. The Directors are required by the AIM Rules of the London Stock Exchange to prepare group financial statements in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union ("EU") and have elected under company law to prepare the Company financial statements in accordance with IFRSs as adopted by the EU.

The financial statements are required by law and IFRSs adopted by the EU to present fairly the financial position of the Group and the Company and the financial performance of the Group. The Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

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 Group and the Company and of the profit or loss of the Group for that period.

In preparing the Group and Company financial statements, the Directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and accounting estimates that are reasonable and prudent;
- c. state whether they have been prepared in accordance with IFRSs adopted by the EU;
- d. prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and 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 Group and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website.

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

Opinion

We have audited the financial statements of United Carpets Group plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2018 which comprise the consolidated statement of comprehensive income, consolidated and parent company statement of financial position, consolidated and parent company statement of changes in equity, consolidated and parent company statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. 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 and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2018 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to SME listed entities and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on the overall audit strategy, the allocation of resources in the audit and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

- Inventory valuation - We obtained evidence over the quantities of inventory by attending a sample of inventory counts at stores and the warehouse. Testing of the valuation of stock was undertaken by analytical and detailed testing procedures. We reconfirmed our understanding of the basis for determining provisions against obsolete and slow-moving inventory items where the expected net realisable value is lower than cost. We considered the controls over this process and whether the provisioning methodology

Key audit matters (*continued*)

had been correctly applied. We also considered the appropriateness of the assumptions adopted including whether they were in line with historical stock losses.

- Trade receivables provisioning - We understood management's basis for determining provisions against expected bad debts. The adequacy of the provisions was assessed by consideration and testing of the level of overdue debts, the historic track record of payments and cash receipts since the year end.

Our application of materiality

When establishing our overall audit strategy, we set certain thresholds which help us to determine the nature, timing and extent of our audit procedures and to evaluate the effects of misstatements, both individually and on the financial statements as a whole. During planning we determined a magnitude of uncorrected misstatements that we judge would be material for the financial statements as a whole (FSM). During planning FSM was calculated as £155,000, which was not changed during the course of our audit. We agreed with the Audit Committee that we would report to them all unadjusted differences in excess of £5,000, as well as differences below those thresholds that, in our view, warranted reporting on qualitative grounds.

An overview of the scope of our audit

Our Group audit approach focused on the company, the 3 main UK trading subsidiaries and the consolidation which have been subject to a full scope audit to Group materiality. These audits covered 96% of Group revenue, 100% of Group profit before tax and 100% of Group total assets.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- 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; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or

Matters on which we are required to report by exception (continued)

- the parent company 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 16, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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.

Neil Stephenson (Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
Suite A, 7th Floor
City Gate East
Tollhouse Hill
Nottingham
NG1 5FS

16 August 2018

UNITED CARPETS GROUP PLC

Consolidated statement of comprehensive income for the year ended 31 March 2018

	Note	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Revenue	3	21,721	21,192
Cost of sales		(8,361)	(8,231)
Gross profit		<u>13,360</u>	<u>12,961</u>
Distribution costs		(404)	(384)
Administrative expenses		(11,447)	(11,085)
Other operating income		10	27
Operating profit	6	<u>1,519</u>	<u>1,519</u>
Financial income	7	8	11
Financial expenses		(3)	(3)
Profit before tax		<u>1,524</u>	<u>1,527</u>
Income tax expense	8	(242)	(243)
Profit for the year*		<u><u>1,282</u></u>	<u><u>1,284</u></u>
Earnings per share	9		
- Basic (pence per share)		1.57p	1.58p
- Diluted (pence per share)		1.57p	1.57p

*All activities relate to continuing operations and are attributable to the owners of the parent.

There were no other recognised gains and losses for the current year other than shown above and therefore no separate statement of other comprehensive income has been presented.

The notes on pages 24 to 51 form part of these financial statements.

UNITED CARPETS GROUP PLC

Consolidated and parent company statement of financial position at 31 March 2018

Registered number: 05301665

	Note	At 31 March 2018 £'000	Group At 31 March 2017 £'000	At 31 March 2018 £'000	Company At 31 March 2017 £'000
Non-current assets					
Intangible assets - software	12	143	-	-	-
Property, plant and equipment	13	2,399	2,017	9	43
Investment property	14	95	97	939	963
Investments	15	-	-	200	200
Deferred tax assets	16	99	184	38	34
		<u>2,736</u>	<u>2,298</u>	<u>1,186</u>	<u>1,240</u>
Current assets					
Inventories	17	1,890	1,721	-	-
Trade and other receivables	18	2,242	1,836	770	742
Cash and cash equivalents		2,640	2,621	1,953	2,352
		<u>6,772</u>	<u>6,178</u>	<u>2,723</u>	<u>3,094</u>
Total assets		<u>9,508</u>	<u>8,476</u>	<u>3,909</u>	<u>4,334</u>
Capital and reserves					
Issued capital	23	814	814	814	814
Retained earnings		4,457	4,323	1,853	2,293
Total equity attributable to owners of the parent		<u>5,271</u>	<u>5,137</u>	<u>2,667</u>	<u>3,107</u>
Non-current liabilities					
Borrowings – finance leases	19	-	3	-	-
Trade and other payables	20	519	519	-	-
		<u>519</u>	<u>522</u>	<u>-</u>	<u>-</u>
Current liabilities					
Borrowings – finance leases	19	3	20	-	6
Trade and other payables	20	3,433	2,406	1,118	1,117
Provisions	21	151	156	-	-
Current tax liabilities		131	235	124	104
		<u>3,718</u>	<u>2,817</u>	<u>1,242</u>	<u>1,227</u>
Total liabilities		<u>4,237</u>	<u>3,339</u>	<u>1,242</u>	<u>1,227</u>
Total equity and liabilities		<u>9,508</u>	<u>8,476</u>	<u>3,909</u>	<u>4,334</u>

As shown in note 11, the parent company made a profit after taxation of £708,000 (2017: £1,605,000).

The financial statements were approved by the Board and authorised for issue on 16 August 2018 and were signed on its behalf by:

PR Eyre
Director

D Grayson
Director

IF Bowness
Director

The notes on pages 24 to 51 form part of these financial statements.

UNITED CARPETS GROUP PLC

Consolidated and parent company statement of changes in equity for the year ended 31 March 2018

Group

	Note	Issued capital £'000	Retained earnings £'000	Total equity attributable to owners of the parent £'000
At 31 March 2016		814	3,361	4,175
Profit for the year		-	1,284	1,284
Equity dividends paid	10	-	(322)	(322)
At 31 March 2017		814	4,323	5,137
Profit for the year		-	1,282	1,282
Equity dividends paid	10	-	(1,148)	(1,148)
At 31 March 2018		814	4,457	5,271

Company

	Note	Issued capital £'000	Retained earnings £'000	Total equity attributable to owners of the parent £'000
At 31 March 2016		814	1,010	1,824
Profit for the year		-	1,605	1,605
Equity dividends paid	10	-	(322)	(322)
At 31 March 2017		814	2,293	3,107
Profit for the year		-	708	708
Equity dividends paid	10	-	(1,148)	(1,148)
At 31 March 2018		814	1,853	2,667

The notes on pages 24 to 51 form part of these financial statements.

UNITED CARPETS GROUP PLC

Consolidated and parent company statement of cash flows for the year ended 31 March 2018

	Note	Year ended 31 March 2018 £'000	Group Year ended 31 March 2017 £'000	Year ended 31 March 2018 £'000	Company Year ended 31 March 2017 £'000
Cash flows from operating activities					
Cash generated from operations	25	2,210	1,986	800	2,316
Interest paid		(3)	(3)	(2)	(2)
Income tax paid		(261)	(232)	(105)	(166)
Net cash flows from operating activities		<u>1,946</u>	<u>1,751</u>	<u>693</u>	<u>2,148</u>
Cash flows from investing activities					
Acquisition of intangible assets	12	(143)	-	-	-
Acquisition of property, plant and equipment	13	(624)	(437)	-	-
Interest received	7	8	11	62	81
Net cash flows from investing activities		<u>(759)</u>	<u>(426)</u>	<u>62</u>	<u>81</u>
Cash flows from financing activities					
Payment of finance lease liabilities		(20)	(53)	(6)	(38)
Equity dividends paid	10	(1,148)	(322)	(1,148)	(322)
Net cash flows from financing activities		<u>(1,168)</u>	<u>(375)</u>	<u>(1,154)</u>	<u>(360)</u>
Increase/(decrease) in cash and cash equivalents in the year		19	950	(399)	1,869
Cash and cash equivalents at the start of the year		<u>2,621</u>	<u>1,671</u>	<u>2,352</u>	<u>483</u>
Cash and cash equivalents at the end of the year		<u><u>2,640</u></u>	<u><u>2,621</u></u>	<u><u>1,953</u></u>	<u><u>2,352</u></u>

The notes on pages 24 to 51 form part of these financial statements.

1. Significant accounting policies

United Carpets Group plc (the “Company”) is a public limited company incorporated in England and Wales. The address of its registered office is disclosed on page 4. The consolidated financial statements of the Company for the year ended 31 March 2018 comprise the Company and its subsidiary undertakings (together referred to as the “Group”).

(a) Statement of compliance

The Group’s consolidated financial statements and the Company’s financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) and International Financial Reporting Interpretation Committee (“IFRIC”) interpretations as adopted by the European Union, and with those parts of the Companies Act 2006 applicable to those companies reporting under IFRS.

The financial information has been prepared under the historical cost convention, except for the cost of share options granted under the terms of employee share schemes which, in accordance with IFRS 2, are accounted for at fair value.

The preparation of the financial information requires management to make judgements and estimates in the selection and application of accounting policies. These judgements and estimates are based on management’s best knowledge of the amount, event or actions although actual results may ultimately differ from these. In the preparation of this financial information, estimates and assumptions have been made by management; further details in respect of these are included in note 2.

(b) Basis of preparation

The Group consolidated financial statements and the Company’s financial statements have been prepared on the basis of IFRSs in issue that are effective at the Group’s reporting date. The accounting policies have been applied consistently throughout the Group for the purposes of these consolidated financial statements.

The consolidated financial statements are presented in pounds sterling, which is the Group’s functional and presentational currency, rounded to the nearest thousand.

(c) Going concern

The directors have assessed the financial position of the Group. In assessing the going concern of the business they have considered the projected future trading and cash flows of the business. Using the evidence available to them they have concluded that it is appropriate to present the financial statements on a going concern basis, as they consider that the Group will continue as a going concern for a period of at least 12 months from the date of approval of these financial statements.

(d) Basis of consolidation

(i) Subsidiaries

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to the accounting reference date each year. Control is achieved where the Company has the power to govern the financial and operating policies of an investee entity so as to benefit from its activities.

The results of subsidiaries acquired or disposed of during the period are included in the consolidated statement of comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Group. The Board has concluded that the operations of the franchisees are not required to be consolidated as control of the relevant activities rests with franchisees.

1. Significant accounting policies *(continued)*

(d) Basis of consolidation *(continued)*

(i) Subsidiaries *(continued)*

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests.

(ii) Transactions eliminated on consolidation

Intragroup balances and transactions, and any unrealised gains and losses or income and expenses arising from intragroup transactions, are eliminated in preparing these consolidated financial statements.

(e) Foreign currency

Transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to pounds sterling at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in profit or loss. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

(f) Intangible assets - software

Intangible assets with finite useful lives that are acquired separately from a business combination are initially measured at cost and are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. The estimated useful life and amortisation method are reviewed annually with the effect of any changes being reflected on a prospective basis. The annual amortisation rates applied to the group's intangible assets on a straight-line basis are as follows:

- Software 3 to 5 years

(g) Property, plant and equipment

(i) Owned assets

Items of property, plant and equipment are stated at cost less accumulated depreciation (see below) and any impairment losses (see accounting policy 1(n)).

When parts of an item of property, plant and equipment have different useful lives, those components are accounted for as separate items of property, plant and equipment.

(ii) Leased assets

Leased items of which the Group assumes substantially all of the risks and rewards of ownership are classified as finance leases. All other leases are classified as operating leases.

Assets used by the Group which have been funded through finance leases are capitalised in property, plant and equipment at the fair value of the minimum lease payments and the resulting lease obligations are included in liabilities. The assets are depreciated over their useful lives. The interest element of the lease payments is charged to the income statement over the period of the lease.

Operating lease payments are accounted for as described in accounting policy 1(r)(i).

1. Significant accounting policies (*continued*)

(g) Property, plant and equipment (*continued*)

(iii) Depreciation

Depreciation is calculated so as to write off the cost of an asset to its residual value and is charged to profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Land is not depreciated. The estimated useful lives are as follows:

- Investment property	40 years
- Freehold property	40 years
- Leasehold property	term of the lease
- Fixtures and fittings	10 years
- Office and computer equipment	4 years
- Motor vehicles	4 years

The residual value is reassessed annually.

(h) Investment property

Investment property is carried at depreciated historical cost net of any impairment. Investment property is reviewed for impairment when there is an indication of impairment as policy 1(n). The recoverable amount is the higher of fair value less costs to sell and the value in use calculation. Depreciation is calculated as policy 1(g)(iii).

(i) Leases - accounting by lessor

A lease is an agreement whereby the lessor conveys to the lessee in return for a payment, or series of payments, the right to use an asset for an agreed period of time.

All leases granted by the Group are sub-leases of property that is leased by the Group under operating leases with third parties.

Lease income is recognised over the term of the lease on a straight-line basis.

(j) Investment in subsidiaries

The Company's investment in subsidiary undertakings is recognised at cost and is accounted for net of impairment losses.

(k) Trade receivables and payables

Trade receivables and payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method. Receivables are stated at their estimated recoverable amount after allowance for impairment losses.

(l) Inventories

Inventories are valued at the lower of cost and net realisable value, after making due allowances for obsolete and slow-moving items.

Cost is based on the cost of purchase on a first in, first out basis. Net realisable value is based on estimated selling price less additional costs to completion and disposal.

1. Significant accounting policies (*continued*)

(m) Cash and cash equivalents

Cash and cash equivalents comprise bank balances and cash floats.

(n) Impairment of non-financial assets

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated (see below).

The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present values using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in profit or loss.

Cash-generating units are used where an individual asset does not generate cash flows which are independent of other assets. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the other assets in the unit (group of units) on a *pro rata* basis.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(o) Employee benefits

(i) Defined contribution plans

The Group operates various defined contribution pension schemes. The assets of the schemes are held separately from those of the Group in independently administered funds. Obligations for contributions to defined contribution pension plans are recognised as an expense in profit or loss as incurred.

(ii) Share-based payment transactions

The share option programme allows Group employees to acquire shares of the Company. The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options based on the Group's best estimate of the instruments that will vest. The fair value of the options granted is measured using a Black-Scholes model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest except where forfeiture is only due to share prices not achieving the threshold for vesting.

1. Significant accounting policies *(continued)*

(p) Provisions

A provision is recognised in the statement of financial position when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are discounted at a rate that reflects the time value of money and the risks specific to the liability.

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

(q) Revenue

Franchise commission is recognised net of VAT on the provision of services to franchises in the period in which the services are provided. The initial franchise fee received net of fees earned for the store launch is recognised over the 10-year term of the franchise arrangement.

Other revenue and operating income represent amounts receivable for goods and services provided in the United Kingdom net of VAT. Revenue on retail and trade products is recognised when products have been delivered.

Lease income is recognised in accordance with policy 1(i).

(r) Expenses

(i) *Operating lease payments and receipts*

Payments made under operating leases are recognised in the income statement on a straight-line basis over the term of the lease. Lease incentives received are recognised in the income statement as an integral part of the total lease expense.

Income received under operating leases is recognised in the income statement on a straight-line basis over the term of the lease.

(ii) *Financial income and expenses*

Net financing costs comprise interest payable on borrowings calculated using the effective interest rate method, interest receivable on funds invested and foreign exchange gains and losses.

Financial income is recognised in the income statement as it accrues, using the effective interest method.

(s) Exceptional items

Non-recurring transactions which are material by virtue of their nature or size are disclosed as exceptional items.

1. Significant accounting policies (continued)

(t) Taxation

Taxation on the profit or loss for the periods presented comprises current and deferred tax. Tax is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of assets or liabilities that affect neither accounting nor taxable profit and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(u) Dividends

Dividend distribution to the Company's shareholders is recognised as a liability in the financial statements in the period in which the dividends are approved by the Company's shareholders or, in the case of interim dividends, paid.

(v) Segment reporting

An operating segment is a component that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker (the Board) to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

(w) New and revised IFRS's in issue but not yet effective

A number of new standards and interpretations and amendments to existing standards have been issued but are not yet effective nor adopted by the EU, including IFRS 15 'Revenue from Contracts with Customers', IFRS 9 'Financial Instruments' and IFRS 16 'Leases', and have not been applied in preparing these financial statements. Of these, only IFRS 16 is expected to have a material impact to the Group.

IFRS 16 'Leases' will be effective for the year ending 31 March 2020 and the impact on the financial statements will be significant. IFRS 16 requires lessees to recognise a lease liability reflecting future lease payments and a right-of-use asset for all lease contracts. Therefore, the substantial majority of the Group's operating lease commitments (£24,982,000 on an undiscounted basis at 31 March 2018) would be brought on to the balance sheet. Depreciation of the right-to-use asset will be recognised in the income statement on a straight-line basis, with interest recognised on the lease liability. This will result in a change to the profile of the net charge taken to the income statement over the life of the lease. Depreciation and interest charges will replace lease costs currently charged to the income statement and consequently there will be a significant adjustment to operating profit. There will be no impact on cash flows, although the presentation of the cash flow statement will change significantly. Management has begun to model and quantify the expected impact using the current lease portfolio, however the impact will greatly depend on the facts and circumstances at the time of adoption and upon transition choices adopted. It is therefore not

1. Significant accounting policies (*continued*)

(w) New and revised IFRS's in issue but not yet effective (*continued*)

yet practicable to provide a reliable estimate of the financial impact on the Group's consolidated results.

2. Critical accounting estimates and judgements

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(i) Impairment of non-financial assets

The Group assesses the impairment of property, plant and equipment including investment property subject to amortisation or depreciation whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors considered important that could trigger an impairment review include the following:

- significant underperformance relative to historical or projected future operating results;
- significant changes in the manner of the use of the acquired assets or the strategy for the overall business; and
- significant negative industry or economic trends.

(ii) Provisions to write inventories down to net realisable value

The Group makes provisions for obsolescence, mark downs and shrinkage based on historical experiences and management estimates of future recovery.

(iii) Trade and other receivables

Trade and other receivables are recognised to the extent that they are judged recoverable. Management reviews are performed to estimate the level of provision required for irrecoverable debt. Provisions are made specifically against invoices where recoverability is uncertain.

(iv) Provisions

Whether a present obligation is probable or not requires judgment. The nature and type of risks for these provisions differ and management's judgment is applied regarding the nature and extent of obligations in deciding if an outflow of resources is probable or not.

3. Segment reporting

Segment information is presented in the financial statements in respect of the Group's business segments, which are the primary basis of segment reporting. The business segment reporting format reflects the Group's management and internal reporting structure.

Franchising and Retail is the income that the Group receives from its franchise activities together with the results of its corporate stores. Warehousing reflects the results of the Group's in-house cutting operation which services the franchised and corporate stores and some third parties. The Property division leases properties from third parties and sublets those properties to the store network.

Inter-segment pricing is determined on an arm's length basis. Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

UNITED CARPETS GROUP PLC

Notes to the financial statements for the year ended 31 March 2018 (continued)

3. Segment reporting (continued)

Unallocated income includes rent receivable from investment property and the final dividend from the liquidators of UNCN Realisations 2012 Limited (as note 6).

	Franchising and Retail		Warehousing		Property		Consolidated	
	2018 £'000	2017 £'000	2018 £'000	2017 £'000	2018 £'000	2017 £'000	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Gross sales	12,046	11,633	9,092	8,823	3,062	2,957	24,200	23,413
Inter-segment sales	-	-	(1,751)	(1,710)	(728)	(511)	(2,479)	(2,221)
Segment revenue	12,046	11,633	7,341	7,113	2,334	2,446	21,721	21,192
Segment results	1,319	1,373	82	63	(79)	(11)	1,322	1,425
Unallocated income							187	67
Other operating income							10	27
Operating profit							1,519	1,519
Financial income							8	11
Financial expenses							(3)	(3)
Income tax expense							(242)	(243)
Profit for the year							1,282	1,284

	Franchising and Retail		Warehousing		Property		Company		Eliminations		Consolidated	
	2018 £'000	2017 £'000	2018 £'000	2017 £'000	2018 £'000	2017 £'000	2018 £'000	2017 £'000	2018 £'000	2017 £'000	At 31 March 2018 £'000	At 31 March 2017 £'000
Segment assets:												
Segment assets	3,975	2,855	2,036	1,734	543	483	3,154	3,604	(200)	(200)	9,508	8,476
Inter-segment balances	129	327	100	91	472	317	755	730	(1,456)	(1,465)	-	-
Total assets	4,104	3,182	2,136	1,825	1,015	800	3,909	4,334	(1,656)	(1,665)	9,508	8,476
Segment liabilities:												
Segment liabilities	2,102	1,831	950	623	544	252	641	633	-	-	4,237	3,339
Inter-segment balances	150	141	655	680	50	50	601	594	(1,456)	(1,465)	-	-
Total liabilities	2,252	1,972	1,605	1,303	594	302	1,242	1,227	(1,456)	(1,465)	4,237	3,339
Other profit and loss disclosures												
Depreciation	195	158	13	29	-	-	58	37	(22)	-	244	224

The Group's operations were undertaken entirely within the United Kingdom.

The Company's assets are shown separately as they are non-operating in nature and do not have a direct impact on the operating segments.

UNITED CARPETS GROUP PLC

Notes to the financial statements for the year ended 31 March 2018 (continued)

4. Employees

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Staff costs, including directors, consist of:		
Wages and salaries	3,129	2,982
Social security costs	346	325
Pension costs	127	144
	<u>3,602</u>	<u>3,451</u>

The average monthly number of employees, including directors, during the year was as follows:

	Year ended 31 March 2018 Number	Year ended 31 March 2017 Number
Administration	37	37
Warehouse and stores	50	48
	<u>87</u>	<u>85</u>

5. Directors' remuneration

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Remuneration for management services	1,120	1,078
Value of Group pension contributions to money purchase schemes	81	120
	<u>1,201</u>	<u>1,198</u>

Further details of directors' remuneration are set out in the Board's report on directors' remuneration on pages 14 and 15.

6. Operating profit

Operating profit is arrived at after charging/(crediting):

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Depreciation of property, plant and equipment		
- owned assets	225	175
- leased assets	17	46
Depreciation of investment property	2	3
Operating leases – land and buildings	2,892	2,900
UNCN Realisations 2012 Limited		
- final dividend	(115)	-
- deferred consideration release	-	(148)
Provision for the estimated costs associated with vacating properties	-	206
Charge/(release of provision) for impairment of trade receivables	31	(132)
	<u> </u>	<u> </u>

During the year, a first and final dividend of 3.56p in the pound was received from the liquidators of UNCN Realisations 2012 Limited (formerly United Carpets (Northern) Limited) in respect of amounts owed to United Carpets Group plc by United Carpets (Northern) Limited. The Directors considered that the provision previously held in respect of deferred consideration was no longer required and this was released in the comparative period.

No stores were vacated during the year and the existing provision for the estimated costs associated with vacating properties was considered adequate.

Progress continues to be made working with franchisees to recover historic debts. A charge for impairment of trade receivables of £31,000 was made in the year (2017: £132,000 credit).

Services provided by the Group's auditor

A summary of the audit and non-audit fees in respect of services provided by RSM UK Audit LLP and its related entities charged to operating profit in the year is set out below:

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Audit services – statutory audit	56	52
Taxation compliance services	9	6
Taxation advisory services	4	7
Audit related assurance services	8	7
Other services	-	4
	<u> </u>	<u> </u>

Included in the Group audit fees and expenses paid to the Group's auditors are £2,000 paid in respect of the Company (2017: £3,000). Included in the Group audit fees and expenses paid to the Group's auditors are £5,000 paid in respect of the audit of the Group financial statements (2017: £6,000).

7. Financial income

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Interest receivable	8	11

8. Income tax expense

(a) Analysis of charge for the year

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Current tax:		
Current year	219	265
Adjustment in respect of prior years	(62)	(46)
	<u>157</u>	<u>219</u>
Deferred tax:		
Current year	45	38
Adjustment in respect of prior years	40	(14)
	<u>242</u>	<u>243</u>

(b) Reconciliation of total tax charge for the period

The tax charge for the year differs from the standard rate of corporation tax in the UK of 19% (2017: 20%). The differences are explained below:

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Profit before tax	1,524	1,527
Profit before tax multiplied by the rate of corporation tax in the UK of 19% (2017: 20%)	<u>290</u>	<u>305</u>
Effect of:		
Expenses not deductible for tax purposes	8	13
Non-taxable income	(22)	-
Adjustments to tax charge in respect of prior years	(22)	(60)
Other	(12)	(15)
Total tax	<u>242</u>	<u>243</u>

(c) Factors affecting future tax charges

Legislation to reduce the main rate of corporation tax from 19% to 17% from 1 April 2020 has been enacted before the year end. The deferred tax balances within these financial statements have been reassessed to reflect the rates within the period that any related timing difference is expected to reverse.

9. Earnings per share

Basic earnings per share

The calculation of basic earnings per share for the year ended 31 March 2018 was based on the profit attributable to ordinary shareholders of £1,282,000 (2017: £1,284,000) and a weighted average number of ordinary shares outstanding during the year ended 31 March 2018 of 81,400,000 (2017: 81,400,000).

Diluted earnings per share

The calculation of diluted earnings per share for the year ended 31 March 2018 was based on the profit attributable to ordinary shareholders of £1,282,000 (2017: £1,284,000) and a weighted average number of ordinary shares outstanding and potential ordinary shares due to options during the year ended 31 March 2018 of 81,668,952 (2017: 81,784,987).

10. Equity dividends paid

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Special dividend paid during the year on ordinary shares of 1.00p per share	814	-
Final dividend in respect of 2016/17 paid during the year on ordinary shares of 0.275p per share	224	-
Interim dividend in respect of 2017/18 paid during the year on ordinary shares of 0.135p per share	110	-
Final dividend in respect of 2015/16 paid during the year on ordinary shares of 0.265p per share	-	216
Interim dividend in respect of 2016/17 paid during the year on ordinary shares of 0.13p per share	-	106
	<u>1,148</u>	<u>322</u>

A final dividend of 0.285p per share in respect of the year ended 31 March 2018 has been recommended.

11. Company profit and loss account

The Company has not presented its own statement of profit or loss as permitted by Section 408 of the Companies Act 2006.

The Company's profit after taxation for the year ended 31 March 2018 amounted to £708,000 (2017: £1,605,000).

UNITED CARPETS GROUP PLC

Notes to the financial statements for the year ended 31 March 2018 (*continued*)

12. Intangible assets - software

Group	£'000
Cost	
Additions in the year	143
At 31 March 2018	<u>143</u>
Amortisation	
Charge for the year	-
At 31 March 2018	<u>-</u>
Net book value	
At 31 March 2018	<u>143</u>
At 31 March 2017	<u>-</u>

Amortisation of the costs of a new in-store computer system commenced 1 April 2018.

13. Property, plant and equipment

Group	Freehold property £'000	Short leasehold property £'000	Fixtures, fittings and office equipment £'000	Motor vehicles £'000	Total £'000
Cost					
At 31 March 2016	888	529	894	214	2,525
Additions	-	233	204	-	437
Disposals	-	(147)	(232)	(1)	(380)
At 31 March 2017	888	615	866	213	2,582
Additions	-	150	474	-	624
At 31 March 2018	888	765	1,340	213	3,206
Depreciation					
At 31 March 2016	-	69	261	90	420
Charge for the year	22	56	90	53	221
Eliminated on disposals	-	(22)	(53)	(1)	(76)
At 31 March 2017	22	103	298	142	565
Charge for the year	22	67	103	50	242
At 31 March 2018	44	170	401	192	807
Net book value					
At 31 March 2018	844	595	939	21	2,399
At 31 March 2017	866	512	568	71	2,017
At 31 March 2016	888	460	633	124	2,105

Motor vehicles with a cost of £44,000 (2017: £181,000) and net book value of £14,000 (2017: £67,000) were held under finance leases. Depreciation of £17,000 (2017: £46,000) was charged against leased assets during the year.

Disposals in the comparative period were assets at closed stores with a net book value of £304,000. The loss on disposal was £nil as the property provision was utilised (see note 21).

13. Property, plant and equipment (*continued*)

Company	Motor vehicles £'000	Total £'000
Cost		
At 31 March 2016, 31 March 2017 and 31 March 2018	137	137
	<hr/>	<hr/>
Depreciation		
At 31 March 2016	60	60
Charge for the year	34	34
	<hr/>	<hr/>
At 31 March 2017	94	94
Charge for the year	34	34
	<hr/>	<hr/>
At 31 March 2018	128	128
	<hr/>	<hr/>
Net book value		
At 31 March 2018	9	9
	<hr/>	<hr/>
At 31 March 2017	43	43
	<hr/>	<hr/>
At 31 March 2016	77	77
	<hr/>	<hr/>

Motor vehicles with a cost of £nil (2017: £137,000) and net book value of £nil (2017: £43,000) were held under finance leases.

14. Investment property

	Group £'000	Company £'000
Cost		
At 31 March 2016, 31 March 2017 and 31 March 2018	100	988
Depreciation		
At 31 March 2016	-	-
Charge for the year	3	25
At 31 March 2017	3	25
Charge for the year	2	24
At 31 March 2018	5	49
Net book value		
At 31 March 2018	95	939
At 31 March 2017	97	963
At 31 March 2016	100	988

The investment properties were purchased in February 2016 and the disclosed cost is considered to be representative of their market value.

	At 31 March 2018 £'000	Group At 31 March 2017 £'000	At 31 March 2018 £'000	Company At 31 March 2017 £'000
Rental income	20	20	97	97

UNITED CARPETS GROUP PLC

Notes to the financial statements for the year ended 31 March 2017 (*continued*)

15. Investments

	Company Shares in subsidiary undertakings at cost £'000
At 31 March 2017 and 31 March 2018	200

The following were subsidiary undertakings at 31 March 2018 and have all been included in the consolidated financial statements.

<i>Company:</i>	<i>Principal activity:</i>
United Carpets (Franchisor) Limited	Retailing of carpets and beds and the franchising of carpet retail outlets
United Carpets (Commercial) Limited	Trade sales, retailer of beds and carpet resale agents
United Carpets (Property) Limited	Leasing and sub-letting retail units
Online Flooring and Beds Limited	Sales agent for United Carpets (Commercial) Limited
Carpetmania Limited	Dormant subsidiary of United Carpets Group plc
Debrik Investments Limited (entered liquidation 17 August 2015)	Dormant subsidiary of United Carpets Group plc
Weavers Carpets Limited (dissolved 24 April 2018)	Dormant subsidiary of United Carpets Group plc

The Group controls 100% of the voting rights and ordinary share capital of each company. All companies are incorporated in England and Wales.

The registered office for each of the above subsidiaries was Moorhead House, Moorhead Way, Bramley, Rotherham, South Yorkshire, S66 1YY with the exception of Debrik Investments Limited and Online Flooring and Beds Limited which were Regency House, 45-53 Chorley New Road, Bolton, BL1 4QR and Horizon House, 2 Whiting Street, Sheffield, S8 9QR respectively.

16. Deferred tax assets

	At 31 March 2018 £'000	Group At 31 March 2017 £'000	At 31 March 2018 £'000	Company At 31 March 2017 £'000
Deferred tax	99	184	38	34

The movement in assets during the year was:

	At 31 March 2018 £'000	Group At 31 March 2017 £'000	At 31 March 2018 £'000	Company At 31 March 2017 £'000
Assets at the start of the year	184	208	34	41
(Charge)/credit for the current year	(45)	(38)	3	1
(Charge)/credit for prior periods	(40)	14	1	(8)
Assets at the end of the year	99	184	38	34

The deferred tax asset consists of the tax effect of:

	Net movement for the year ended 31 March 2018 £'000	Asset at 31 March 2018 £'000	Net movement for the year ended 31 March 2017 £'000	Group Asset at 31 March 2017 £'000	Net movement for the year ended 31 March 2018 £'000	Asset at 31 March 2018 £'000	Net movement for the year ended 31 March 2017 £'000	Company Asset at 31 March 2017 £'000
Capital allowances	(74)	78	(9)	152	2	29	-	27
Timing differences	(11)	21	(15)	32	2	9	(7)	7
	(85)	99	(24)	184	4	38	(7)	34

The net reversal of deferred tax assets expected in 2018/19 is £44,000.

UNITED CARPETS GROUP PLC

Notes to the financial statements for the year ended 31 March 2018 (continued)

17. Inventories

Group	At 31 March 2018 £'000	At 31 March 2017 £'000
Finished goods for resale	1,890	1,721

In the opinion of the directors, there is no material difference between the replacement cost of stock and the amounts stated above.

The cost of inventories recognised as an expense and included in cost of sales amounted to £7,491,000 (2017: £7,390,000). The net expense relating to the write down of inventories recognised in the period and included in cost of sales is £163,000 (2017: £106,000).

18. Trade and other receivables

	Group		Company	
	At 31 March 2018 £'000	At 31 March 2017 £'000	At 31 March 2018 £'000	At 31 March 2017 £'000
Trade receivables	1,309	1,170	-	-
Amounts owed by group undertakings	-	-	755	730
Other receivables	62	22	1	1
Prepayments and accrued income	871	644	14	11
	<u>2,242</u>	<u>1,836</u>	<u>770</u>	<u>742</u>

The Group principally extends credit to its franchisee partners. Receivable balances are monitored on an on-going basis with the aim of minimising the Group's exposure to bad debts.

	At 31 March 2018			At 31 March 2017		
	Gross £'000	Provision £'000	Net £'000	Gross £'000	Provision £'000	Net £'000
Current	957	(59)	898	895	(43)	852
Overdue:						
Up to 3 months	239	(118)	121	162	(90)	72
3 to 6 months	111	(60)	51	126	(78)	48
Over 6 months	508	(269)	239	462	(264)	198
	<u>1,815</u>	<u>(506)</u>	<u>1,309</u>	<u>1,645</u>	<u>(475)</u>	<u>1,170</u>

At 31 March 2018, trade receivables of £988,000 (2017: £890,000) were impaired and a provision of £506,000 had been made (2017: £475,000). The Group is working with those debtors to achieve a viable outcome for them and the Group in order to recover as much of that debt as feasible. At 31 March 2018, the Group had trade receivables of £170,000 (2017: £260,000) which were overdue and not impaired.

UNITED CARPETS GROUP PLC

Notes to the financial statements for the year ended 31 March 2018 (continued)

18. Trade and other receivables (continued)

Movement on the provision is shown below:

	At 31 March 2018 £'000	Group At 31 March 2017 £'000
At the beginning of the year	475	650
Utilised	-	(43)
Charge for the year	200	258
Release for the year	(169)	(390)
	<u>506</u>	<u>475</u>

19. Borrowings – finance leases

The Group seeks to ensure that it has sufficient cash resources available to meet all short term cash requirements and to meet its capital expenditure programme for the foreseeable future. At the year end there were no committed undrawn facilities (2017: £nil).

	At 31 March 2018 £'000	Group At 31 March 2017 £'000	At 31 March 2018 £'000	Company At 31 March 2017 £'000
Current				
Finance leases	<u>3</u>	<u>20</u>	<u>-</u>	<u>6</u>
Non-current				
Finance leases	<u>-</u>	<u>3</u>	<u>-</u>	<u>-</u>

The non-current finance lease balance at 31 March 2017 is all payable before 31 March 2019.

UNITED CARPETS GROUP PLC

Notes to the financial statements for the year ended 31 March 2018 (continued)

20. Trade and other payables

	At 31 March 2018 £'000	Group At 31 March 2017 £'000	At 31 March 2018 £'000	Company At 31 March 2017 £'000
Current				
Trade payables	843	425	11	1
Amounts owed to group undertakings	-	-	601	594
Social security and other taxes	834	840	107	129
Other payables	344	279	7	-
Accruals and deferred income	1,412	862	392	393
	<u>3,433</u>	<u>2,406</u>	<u>1,118</u>	<u>1,117</u>
Non-current				
Accruals and deferred income	519	519	-	-

21. Provisions

	At 31 March 2018 £'000	Group At 31 March 2017 £'000
Current		
At the beginning of the year	156	240
Transferred from accruals and deferred income	-	57
Utilised:		
Impairment of property, plant and equipment	-	(304)
Store closure costs	(5)	(43)
Charge for the year	44	327
Release for the year	(44)	(121)
At the end of the year	<u>151</u>	<u>156</u>

The above provision reflects an estimate of the potential cost associated with vacating a small number of underperforming stores. It is expected that these costs will be incurred in the next financial year.

22. Financial instruments

The Group makes little use of financial instruments other than an operational bank account and trade and other receivables and payables. Except as noted in the strategic report and critical accounting estimates and judgements, exposure to price risk, credit risk, liquidity risk and cash flow risk is not considered material for the assessment of the assets, liabilities, financial position and profit or loss of the Group or Company.

Trade and other receivables and payables

The carrying value is deemed to reflect the fair value for all cash, trade and other receivables and payables and finance lease liabilities.

Risk management

(a) Credit risk

The Group does not have significant concentrations of credit risk as exposure is spread over a number of counterparties and customers.

(b) Liquidity risk and interest rate risk

The Group finances its operations from operational cash flows and has no borrowings other than a small number of immaterial finance leases. Cash flows and forecasts are managed to minimise net interest expense, are monitored daily and are reviewed by the Board.

(c) Foreign exchange risk

The Group does not operate outside of the United Kingdom. However, as discussed in the strategic report, a number of the Group's suppliers are based in Europe which means that the Group is exposed to fluctuations in the value of the euro compared with sterling. Prices are agreed in sterling but are regularly reviewed as exchange rates vary.

Capital management

The Group's objective when managing capital, which is deemed to be total equity plus total debt, is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders, through the optimisation of the debt and equity balance, and to maintain a strong credit rating. The Group manages its capital structure and makes appropriate decisions in the light of the current economic conditions and strategic objectives of the Group.

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and sustain future development of the business.

The funding requirements of the Group are met by the utilisation of finance leases together with available cash.

UNITED CARPETS GROUP PLC

Notes to the financial statements for the year ended 31 March 2018 (*continued*)

22. Financial instruments (*continued*)

The carrying amount of the Group and Company's financial assets and liabilities, deemed to reflect fair value, are summarised by category below:

	At 31 March 2018 £'000	Group At 31 March 2017 £'000	At 31 March 2018 £'000	Company At 31 March 2017 £'000
Financial assets				
Measured at cost				
Cash and cash equivalents	2,640	2,621	1,953	2,352
Measured at amortised cost				
Trade and other receivables	1,746	1,350	756	731
	<u>4,386</u>	<u>3,971</u>	<u>2,709</u>	<u>3,083</u>
	At 31 March 2018 £'000	Group At 31 March 2017 £'000	At 31 March 2018 £'000	Company At 31 March 2017 £'000
Financial liabilities				
Measured at cost				
Trade and other payables	2,408	1,525	410	394
Amounts owed to group undertakings	-	-	601	594
Measured at amortised cost				
Finance leases	3	23	-	6
	<u>2,411</u>	<u>1,548</u>	<u>1,011</u>	<u>994</u>

23. Issued capital

Group and Company	At 31 March 2018 £'000	At 31 March 2017 £'000
Authorised		
200,000,000 ordinary shares of 1p each	2,000	2,000
	<u>2,000</u>	<u>2,000</u>
	At 31 March 2018 £'000	At 31 March 2017 £'000
Allotted, called up and fully paid		
81,400,000 ordinary shares of 1p each	814	814
	<u>814</u>	<u>814</u>

24. Share-based payments

At 10 February 2005, the Group established a share option programme that entitles key management personnel and senior employees to purchase shares in the entity. All option exercises are to be settled by physical delivery of shares.

No options were granted during the year. The number of options outstanding at 31 March 2018 under the Group's share option schemes were as follows:

	Outstanding Number 2018	Outstanding Number 2017
<i>Granted 20 July 2007:</i>		
Unapproved Company Share Option Scheme	-	1,052,631
<i>Granted 29 August 2009:</i>		
Approved Company Share Option Scheme	246,305	246,305
Unapproved Company Share Option Scheme	1,908,866	1,908,866
	<u>2,155,171</u>	<u>3,207,802</u>

All options were exercisable at the year end.

The fair value of services received in return for share options granted to employees is measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on a Black-Scholes model. The expected volatility is based on the average historical volatility of comparable listed companies. The contractual life of the option (10 years) is used as an input into this model. Expectations of early exercise are incorporated into the Black-Scholes model.

Fair value of share options and assumptions for awards

	29 August 2009	20 July 2007
Fair value at measurement date	3.5p	4.9p
Share price	8.12p	14.25p
Exercise price	8.12p	14.25p
Expected volatility (expressed as weighted average volatility used in the modelling under Black Scholes model)	80%	55%
Option life (expressed as weighted average life used in the modelling under Black Scholes model)	4 years	4 years
Expected dividends	6.15%	5.25%
Risk-free interest rate (based on national government bonds)	2.4%	5.6%

During the period no options were exercised (2017: nil) and 1,052,631 options lapsed (2017: 1,428,571).

24. Share-based payments (continued)

The performance target applicable to the options granted on the dates above is that an option may only be exercised if, over the period of three consecutive financial years of the Company commencing with the financial year in which the option was granted, the percentage growth in earnings per share of the company equals or exceeds the percentage growth in the Retail Prices Index over the same period by at least 3 per cent per annum. In the event that the performance targets are not satisfied in the vested period, the cumulative growth in earnings per share over a three year period specified above will be retested at the end of the following two financial years. The options are exercisable not earlier than three years after the date at which they were granted.

25. Cash generated from operations

Reconciliation of the result for the period to cash generated from operations:

	Year ended 31 March 2018 £'000	Group Year ended 31 March 2017 £'000	Year ended 31 March 2018 £'000	Company Year ended 31 March 2017 £'000
Profit before tax	1,524	1,527	829	1,716
Depreciation and other non-cash items:				
Depreciation of property, plant and equipment	242	221	34	34
Impairment of property, plant and equipment	-	304	-	-
Depreciation of investment property	2	3	24	24
Changes in working capital:				
Increase in inventories	(169)	(93)	-	-
(Increase)/decrease in trade and other receivables	(406)	815	(28)	772
Increase/(decrease) in trade and other payables	1,027	(699)	1	(151)
Decrease in provisions	(5)	(84)	-	-
Financial income	(8)	(11)	(62)	(81)
Financial expenses	3	3	2	2
	<hr/>	<hr/>	<hr/>	<hr/>
Cash generated from operations	2,210	1,986	800	2,316
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

26. Defined contribution schemes

The Group operates defined contribution pension schemes for all qualifying employees. The assets of the schemes are held separately from those of the Group in independently administered funds.

The charge to the profit and loss in respect of defined contribution schemes was £127,000 (2017: £144,000). At 31 March 2018, £45,000 (2017: £75,000) had been accrued in the financial statements but not paid into the defined contribution schemes.

27. Operating lease and capital commitments

The Group leases various retail outlets, offices and warehouses under non-cancellable operating lease agreements. The remaining lease terms are for various periods up to 23 years, and the majority of lease agreements are renewable at the end of the lease period at market rate.

At 31 March 2018, the Group had commitments under non-cancellable operating leases as set out below:

	Land and buildings	
	At	At
	31 March	31 March
	2018	2017
	£'000	£'000
Not later than one year	2,477	2,399
Later than one year and not later than five years	7,090	7,158
Later than five years	15,414	12,966
	<u>24,981</u>	<u>22,523</u>

As described in note 3, the Group leases properties to the franchisee store network and has one investment property (see note 14).

At 31 March 2018, the future minimum lease payments receivable under non-cancellable operating leases are as follows:

	Land and buildings	
	At	At
	31 March	31 March
	2018	2017
	£'000	£'000
Not later than one year	1,156	1,207
Later than one year and not later than five years	2,960	3,514
Later than five years	604	1,021
	<u>4,720</u>	<u>5,742</u>

The Company holds 3 investment properties which generate an annual rent of £97,000.

There were no unprovided capital commitments at the period end (2017: £nil).

28. Related party transactions

Transactions between the Company and its subsidiary undertakings, which are related parties, amounted to £2,333,000 (2017: £2,369,000) in the year. These transactions related to recharges to subsidiaries and were charged on a cost-plus basis. Balances with subsidiary undertakings are shown in notes 18 and 20. Details of transactions between the Group and other related parties are disclosed below.

During the year the Group traded with United Carpets Holdings Limited, a company in which PR Eyre is a director and majority shareholder. All trading was on normal commercial terms. United Carpets Group plc made sales of £1,000 (2017: £nil), United Carpets (Franchisor) Limited made sales of £10,000 (2017: £7,000) and purchases of £1,575,000 (2017: £1,725,000), United Carpets (Commercial) Limited made sales of £1,000 (2017: £nil) and purchases of £nil (2017: £18,000) and United Carpets (Property) Limited made purchases of £617,000 (2017: £779,000). At 31 March 2018, £nil (2017: £1,000) was owed to United Carpets (Franchisor) Limited by United Carpets Holdings Limited and £3,000 was owed by United Carpets (Property) Limited to United Carpets Holdings Limited (2017: £74,000 was owed to United Carpets (Property) Limited by United Carpets Holdings Limited).

28. Related party transactions (continued)

During the year the Group traded with UC Developments Limited, a company in which PR Eyre and D Grayson are directors and shareholders. All trading was on normal commercial terms. United Carpets (Franchisor) Limited made sales of £1,000 (2017: £4,000) and United Carpets (Property) Limited made sales of £nil (2017: £1,000) and purchases of £453,000 (2017: £383,000). At 31 March 2018, £1,000 (2017: £nil) was owed to United Carpets (Franchisor) Limited by UC Developments Limited and £1,000 was owed by United Carpets (Property) Limited to UC Developments Limited (2017: £21,000 owed to United Carpets (Property) Limited by UC Developments Limited).

During the year, a number of properties owned by United Carpets Holdings Limited or UC Developments Limited were sold to third parties. All sales were at market value and the existing leases to United Carpets (Property) Limited, which had been previously agreed on normal commercial terms, remain in place.

During the year the Group traded with Keyrental Limited, a company connected to PR Eyre. All trading was on normal commercial terms. United Carpets (Franchisor) Limited made sales of £2,000 (2017: £nil) and purchases of £134,000 (2017: £124,000) and United Carpets (Commercial) Limited made sales of £6,000 (2017: £nil) and purchases of £135,000 (2017: £138,000). At 31 March 2018, £1,000 (2017: £nil) was owed by United Carpets (Franchisor) Limited to Keyrental Limited and £15,000 (2017: £nil) was owed by United Carpets (Commercial) Limited to Keyrental Limited.

During the year the Group leased a property from PA Grayson and D Grayson. All trading was on normal commercial terms. United Carpets (Property) Limited made purchases of £35,000 (2017: £29,000).

During the year the Group traded with iJump Trampoline Parks Limited, a company in which PR Eyre and D Grayson are shareholders. All trading was on normal commercial terms. United Carpets (Franchisor) Limited made sales of £nil (2017: £1,000) and United Carpets (Commercial) Limited made sales of £5,000 (2017: £12,000).

During the year the Group traded with Elite Lifestyle Parks Limited, a company in which PR Eyre and D Grayson are directors and shareholders. All trading was on normal commercial terms. United Carpets (Franchisor) Limited made sales of £1,000 (2017: £2,000) and United Carpets (Commercial) Limited made sales of £1,000 (2017: £1,000). At 31 March 2018, £nil (2017: £1,000) was owed to United Carpets (Commercial) Limited by Elite Lifestyle Parks Limited.

Transactions with key management personnel

Key management personnel are the directors who together have authority and responsibility for planning, directing and controlling the activities of the group. Key management personnel receive compensation in the form of short-term employee benefits, post-employment benefits and equity compensation benefits.

	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Emoluments	1,120	1,078
Pensions	81	120
Employers national insurance	143	136
	<u>1,344</u>	<u>1,334</u>

Further details are set out in the Board's report on directors' remuneration on pages 14 and 15.

29. Ultimate controlling party

The Directors do not consider there to be an ultimate controlling party.

UNITED CARPETS GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the ANNUAL GENERAL MEETING of UNITED CARPETS GROUP PLC (the "Company") will be held at Moorhead House, Moorhead Way, Bramley, Rotherham, South Yorkshire, S66 1YY on 19 September 2018 at 12 noon for the transaction of the following business:

To consider and, if thought fit, to pass the following resolutions, numbers 1 to 8 of which will be proposed as ordinary resolutions and numbers 9 and 10 as special resolutions:

Ordinary Resolutions

- 1 THAT the accounts for the year ended 31 March 2018, together with the report of the directors and of the auditor thereon, be received and adopted.
- 2 THAT a final dividend of 0.285p per share be declared on the ordinary shares.
- 3 (a) THAT RSM UK Audit LLP be re-appointed as auditor to the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company; and

(b) THAT the directors be authorised to agree and determine the remuneration of the auditors of the Company.
- 4 THAT IF Bowness be re-elected as a director.
- 5 THAT PA Cowgill be re-elected as a director.
- 6 THAT the Board's report on directors' remuneration for the year ended 31 March 2018 be approved.
- 7 THAT the Company be and is hereby generally and unconditionally authorised to (a) make political donations to political parties and/or independent election candidates; (b) make political donations to political organisations other than political parties; and (c) incur political expenditure, in each case during the period of one year beginning with the date of the passing of this resolution, the aggregate donations and expenditure under (a), (b) and (c) above not to exceed £20,000. For the purposes of this resolution the terms "political donation", "political parties", "independent election candidates", "political organisation" and "political expenditure" have the meanings given by sections 363 to 365 of the Companies Act 2006.
- 8 THAT, subject to and in accordance with Article 16 of the Articles of Association of the Company the directors be and are generally and unconditionally authorised to exercise all powers of the Company in accordance with Section 551 of the Companies Act 2006 to allot Relevant Securities (as defined below) up to a maximum aggregate nominal amount of £271,000 (being approximately one third of the current issued share capital) provided that such authority shall, unless renewed, varied or revoked by the Company, expire on the earlier of the conclusion of the next Annual General Meeting of the Company and 31 December 2019, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require Relevant Securities to be allotted after such expiry and the directors shall be entitled to allot Relevant Securities pursuant to any such offer or agreement as if this authority had not expired.

For the purposes of this resolution, "Relevant Securities" means:

- (a) shares in the Company other than shares allotted pursuant to:
 - (i) an employee share scheme (as defined by Section 1166 of Companies Act 2006);
 - (ii) a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
 - (iii) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and

Ordinary Resolutions (*continued*)

- (b) any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by Section 1166 of the Companies Act 2006).

References to the allotment of Relevant Securities in this resolution include the grant of such rights.

This resolution 8 revokes and replaces all unexercised authorities previously granted to the directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Special Resolutions

9. THAT, subject to the passing of resolution 8 in this notice of AGM, and in accordance with Article 17 of the Articles of Association of the Company, the directors be and are empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of that Act) for cash, pursuant to the general authority conferred by resolution 8 above, as if sub-section (1) of Section 561 of the said Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue, open offer or other offer of securities in favour of ordinary shareholders on the register of members on such record date(s) as the directors may determine where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate to, as near as may be practicable, the respective numbers of ordinary shares held or deemed to be held by them but subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with treasury shares, fractional entitlements, record dates or legal or practical problems arising in or under the laws of any territory or regulations or requirements of any regulatory authority or any stock exchange in any territory;
- (b) the allotment of equity securities pursuant to the terms of any share scheme for employees of the Company; and
- (c) the allotment (otherwise than pursuant to sub-paragraph (a) and (b) of this resolution) of equity securities, up to an aggregate nominal amount not exceeding £40,700 (being approximately 5 per cent of the current nominal amount of the issued ordinary share capital of the Company).

The authority conferred on the directors to allot equity securities under this resolution 9 shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and 31 December 2019, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

This resolution revokes and replaces all unexercised powers previously granted to the directors to allot equity securities as if Section 561(1) of the Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such powers.

10. THAT the Company be and is hereby generally and unconditionally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases pursuant to Section 693 of that Act (as defined in Section 693(4) of the said Act), of ordinary shares of 1p each in the capital of the Company ("Ordinary Shares") provided that:

UNITED CARPETS GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING (continued)

Special Resolutions (continued)

- (a) the maximum number of Ordinary Shares which may be purchased is 4,070,000 being approximately 5% of the Company's issued ordinary share capital;
- (b) the minimum price which may be paid for an Ordinary Share is 1p per share, being the nominal amount thereof (exclusive of expenses);
- (c) the maximum price which may be paid for each share (exclusive of expenses) shall not be more than 5% above the average of the middle market quotations for ordinary shares as derived from the London Stock Exchange Daily Official List for the 5 business days before the date on which the contract for the purchase is made; and
- (d) the authority herein contained shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and 31 December 2019 (except in relation to the purchase of shares the contracts for which were concluded before such date and which are executed wholly or partly after such date) unless such authority is renewed or revoked prior to such time.

Ordinary Shares purchased pursuant to the authority conferred by this resolution shall be either: (i) cancelled immediately upon completion of the purchase; or (ii) be held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006.

Registered Office:
Moorhead House
Moorhead Way
Bramley
Rotherham
South Yorkshire
S66 1YY

By Order of the Board

**IF Bowness
Secretary**

16 August 2018

UNITED CARPETS GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING (*continued*)

Notes:

1. Copies of the following documents will be available for inspection at the Company's registered office at Moorhead House, Moorhead Way, Bramley, Rotherham, South Yorkshire, S66 1YY during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice of AGM until the conclusion of the AGM and at the place of the AGM itself from 15 minutes before the AGM until the conclusion of the AGM:
 - 1.1 the service contracts of each of the executive directors of the Company; and
 - 1.2 the letters of appointment between the Company and each of the non-executive directors of the Company.
2. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Where more than one proxy is appointed, a member must specify the number of shares the rights in respect of which each proxy is entitled to exercise. A proxy need not be a shareholder of the Company.
3. The return of a completed form of proxy will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
5. A form of proxy which may be used to make such appointment and give proxy instructions accompanies this notice.
6. To be valid, the form of proxy must be completed and signed and received by the Company's registrars at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD by no later than 12 noon on 17 September 2018.
7. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company as at 12 noon on 17 September 2018 shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at such time. If the AGM is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is 6.00pm on the day preceding the date fixed for the adjourned meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the AGM.
8. Persons who are not shareholders (or duly appointed proxies or corporate representatives of shareholders) in the Company will not be admitted to the AGM unless prior arrangements are made with the Company.
9. As at 15 August 2018 (being the latest practicable date to the publication of this document), the Company's issued share capital consists of 81,400,000 ordinary shares of 1p each and which each carry one vote. Therefore, the total voting rights in the Company as at 15 August 2018 are 81,400,000.
10. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.