

**COGENT ELLIOTT GROUP LIMITED**  
**GROUP STRATEGIC REPORT,**  
**REPORT OF THE DIRECTORS AND**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2017**



**COGENT ELLIOTT GROUP LIMITED**

**CONTENTS OF THE CONSOLIDATED FINANCIAL STATEMENTS  
for the year ended 31 December 2017**

	<b>Page</b>
<b>Company Information</b>	<b>1</b>
<b>Group Strategic Report</b>	<b>2</b>
<b>Report of the Directors</b>	<b>4</b>
<b>Report of the Independent Auditors</b>	<b>6</b>
<b>Consolidated Income Statement</b>	<b>8</b>
<b>Consolidated Other Comprehensive Income</b>	<b>9</b>
<b>Consolidated Balance Sheet</b>	<b>10</b>
<b>Company Balance Sheet</b>	<b>11</b>
<b>Consolidated Statement of Changes in Equity</b>	<b>12</b>
<b>Company Statement of Changes in Equity</b>	<b>13</b>
<b>Consolidated Cash Flow Statement</b>	<b>14</b>
<b>Notes to the Consolidated Financial Statements</b>	<b>15</b>

**COGENT ELLIOTT GROUP LIMITED**

**COMPANY INFORMATION**  
**for the year ended 31 December 2017**

**DIRECTORS:**

W.E. Husselby  
F.A.A. Maude (Chairman)  
M.S. Husselby  
B.W. Hutton  
P.C.J. Buckley

**SECRETARY:**

P.R. Pattison

**REGISTERED OFFICE:**

Heath Farm  
Hampton Lane  
Meriden  
West Midlands  
CV7 7LL

**REGISTERED NUMBER:**

00247566 (England and Wales)

**AUDITORS:**

Dafferns LLP  
One Eastwood  
Harry Weston Road  
Binley Business Park  
Coventry  
CV3 2UB

## **COGENT ELLIOTT GROUP LIMITED**

### **GROUP STRATEGIC REPORT for the year ended 31 December 2017**

The directors present their strategic report of the company and the group for the year ended 31 December 2017.

#### **REVIEW OF BUSINESS**

Cogent Elliott is a well-respected, market leading creative agency and is one of the few well known 'brands' in the marketing communications industry - having traded successfully for over eighty years.

Our principle business is in delivering integrated marketing campaigns to client companies, driving their growth, building their brands and ensuring strong ROI in an increasingly digital world.

Core capabilities include planning, strategy, digital, advertising, mobile, brand, social, PR, film, photography, CRM, media and content.

2017 was, as expected, a recovery year for the business, whereby profit was restored and operations stabilised. The business responded well to the strategy deployed late in 2016.

Household names such as BMW, Arriva, Worldline, Playmobil and Thornton's continued to spend with us.

Our renewed focus on existing client growth delivered significant contract increases from Kwik-Fit, Marston's and Yorkshire Water.

New business wins included Omega PLC, Rehau, PAYM and Lintbells as the new positioning resonated well in pitches.

Our technology led operating model helped deliver profitable work for fewer, bigger clients as we take the business into 2018.

The bulk of our business operation remains headquartered in the Midlands, where our location, outstanding office facilities and reputation allow us to attract world class talent, whilst also offering greater value to clients often shackled with covering London overheads via our competitors.

2017 came to an end with a reshaped Cogent, very much geared for growth with a motivated and invigorated team, superb clients and an offer that is alluring in this fast paced and exciting industry.

#### **PRINCIPAL RISKS AND UNCERTAINTIES**

The business environment in which we operate continues to be challenging. The Marketing Communications industry in the UK is highly competitive and margins remain under pressure.

Going forward, following a reorganisation to fundamentally restructure the business with a more flexible operating model, we have seen the business restore its margin from a growth in retained clients in the current year.

We intend to focus on specific parts of the business that are underperforming and ensure that they make a greater contribution to the whole.

The directors aim to present a balanced and comprehensive review of the development and performance of our business during the year and its position at the year-end. Our review is consistent with the size and nature of our business and is written in the context of the risks and uncertainties we face.

The Directors have carried out an assessment and consider the going concern basis of accounting is appropriate.

## COGENT ELLIOTT GROUP LIMITED

### GROUP STRATEGIC REPORT for the year ended 31 December 2017

#### KEY PERFORMANCE INDICATORS

We consider that our key financial performance indicators are those that communicate the financial performance and strength of the company as a whole, these being turnover and gross margin.

The turnover of the trading companies was as follows:

	2017 £'000	2016 £'000
Cogent Elliott	7,417	7,763
Junction Eleven	1,106	1,014
IMO Agency	-	241

Overall, the Group operating profit for the year was £413k compared with a loss of £935k in 2016.

Return on capital employed was 8% (2016: -18%). Return on capital employed is calculated as profit before interest and tax divided by capital employed, which constitutes total assets less current liabilities, less investments, less cash, plus overdrafts and other short term borrowings.

#### ON BEHALF OF THE BOARD:



.....  
E.W. Hutton - Director

Date: .....

## **COGENT ELLIOTT GROUP LIMITED**

### **REPORT OF THE DIRECTORS for the year ended 31 December 2017**

The directors present their report with the financial statements of the company and the group for the year ended 31 December 2017.

#### **PRINCIPAL ACTIVITIES**

The principal activities of the group in the year under review were those of an advertising and marketing agency and property investors and managers.

#### **DIVIDENDS**

No dividends will be distributed for the year ended 31 December 2017.

#### **FUTURE DEVELOPMENTS**

Future developments have been detailed in the strategic report in accordance with s414C(11) CA 2006.

#### **DIRECTORS**

The directors shown below have held office during the whole of the period from 1 January 2017 to the date of this report.

W.E. Husselby  
P.C.J. Buckley  
M.S. Husselby

Other changes in directors holding office are as follows:

T.S. Pile - resigned 30 September 2017  
F.A.A. Maude - appointed 2 October 2017  
B.W. Hutton - appointed 2 October 2017

#### **DIRECTORS INDEMNITY INSURANCE**

The Group has indemnity insurance provisions for the benefit of its directors.

#### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

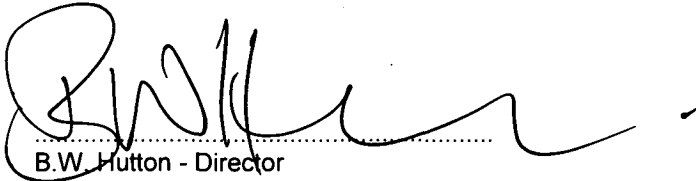
**COGENT ELLIOTT GROUP LIMITED**

**REPORT OF THE DIRECTORS  
for the year ended 31 December 2017**

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

**ON BEHALF OF THE BOARD:**



.....  
B.W. Hutton - Director

Date: 20 April 2018  
.....

## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF COGENT ELLIOTT GROUP LIMITED**

### **Opinion**

We have audited the financial statements of Cogent Elliott Group Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2017 which comprise the Consolidated Income Statement, Consolidated Other Comprehensive Income, Consolidated Balance Sheet, Company Balance Sheet, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Cash Flow Statement 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 United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors 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.

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company affairs as at 31 December 2017 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **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 Auditors' 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, 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 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.

### **Other information**

The directors are responsible for the other information. The other information comprises the information in the Group Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and 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, 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.



**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF  
COGENT ELLIOTT GROUP LIMITED**

**Opinion 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 Group Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Group Strategic Report and the Report of the Directors 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 Group Strategic Report or the Report of the Directors.

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- 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 Statement of Directors' Responsibilities set out on page four, 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 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.

**Our 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 a Report of the Auditors 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 [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Report of the Auditors.



Geoffrey Cox BA FCA (Senior Statutory Auditor)  
for and on behalf of Dafferns LLP  
One Eastwood  
Harry Weston Road  
Binley Business Park  
Coventry  
CV3 2UB

Date: ..... 20 April 2018 .....

**COGENT ELLIOTT GROUP LIMITED**

**CONSOLIDATED INCOME STATEMENT  
for the year ended 31 December 2017**

	Notes	2017 £'000	2016 £'000	2016 £'000
<b>TURNOVER</b>	3	8,297		8,876
Other operating income		<u>423</u>		<u>398</u>
		8,720		9,274
Materials and external costs		<u>2,634</u>		<u>3,140</u>
		6,086		6,134
Staff costs	4	4,197	5,336	
Depreciation		62	89	
Other operating expenses		<u>1,414</u>	<u>1,644</u>	
		<u>5,673</u>		<u>7,069</u>
<b>OPERATING PROFIT/(LOSS)</b>	5	413		(935)
Group pension fund professional fees	6	(182)		(169)
Reorganisation costs	6	<u>(104)</u>		<u>(305)</u>
		127		(1,409)
Interest payable and similar expenses	7	34	23	
Other finance costs	21	<u>97</u>	<u>115</u>	
		<u>131</u>		<u>138</u>
<b>LOSS BEFORE TAXATION</b>		(4)		(1,547)
Tax on loss	8	<u>(6)</u>		<u>(12)</u>
<b>PROFIT/(LOSS) FOR THE FINANCIAL YEAR</b>		<u><u>2</u></u>		<u><u>(1,535)</u></u>
Profit/(loss) attributable to: Owners of the parent		<u><u>2</u></u>		<u><u>(1,535)</u></u>

The notes form part of these financial statements

**COGENT ELLIOTT GROUP LIMITED**

**CONSOLIDATED OTHER COMPREHENSIVE INCOME**  
for the year ended 31 December 2017

Notes	2017 £'000	2016 £'000
<b>PROFIT/(LOSS) FOR THE YEAR</b>	2	(1,535)
<b>OTHER COMPREHENSIVE INCOME</b>		
Actuarial return less expected return	459	508
Experience gains and losses	126	220
Changes in present value assumptions	(82)	(1,409)
Revaluation gain long-leasehold property	-	1,400
Income tax relating to components of other comprehensive income	<u>(85)</u>	<u>19</u>
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF INCOME TAX</b>	<u>418</u>	<u>738</u>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<u>420</u>	<u>(797)</u>
Total comprehensive income attributable to: Owners of the parent	<u>420</u>	<u>(797)</u>

The notes form part of these financial statements

**COGENT ELLIOTT GROUP LIMITED (REGISTERED NUMBER: 00247566)**

**CONSOLIDATED BALANCE SHEET  
31 December 2017**

	Notes	2017 £'000	2016 £'000
<b>FIXED ASSETS</b>			
Intangible assets	10	-	-
Tangible assets	11	5,127	5,120
Investments	12	<u>236</u>	<u>261</u>
		5,363	5,381
<b>CURRENT ASSETS</b>			
Debtors	13	2,105	1,933
Cash in hand		<u>1</u>	<u>1</u>
		2,106	1,934
<b>CREDITORS</b>			
Amounts falling due within one year	14	<u>2,704</u>	<u>2,560</u>
<b>NET CURRENT LIABILITIES</b>		<u>(598)</u>	<u>(626)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		4,765	4,755
<b>CREDITORS</b>			
Amounts falling due after more than one year	15	<u>(388)</u>	<u>(472)</u>
<b>NET ASSETS BEFORE PENSION LIABILITY</b>		4,377	4,283
<b>PENSION LIABILITY</b>	21	<u>(2,864)</u>	<u>(3,190)</u>
<b>NET ASSETS</b>		<u>1,513</u>	<u>1,093</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	19	102	102
Share premium	20	17	17
Revaluation reserve	20	1,806	1,806
Retained earnings	20	<u>(412)</u>	<u>(832)</u>
<b>SHAREHOLDERS' FUNDS</b>		<u>1,513</u>	<u>1,093</u>

The financial statements were approved by the Board of Directors on 20 April 2018 and were signed on its behalf by:

  
F.A.A. Maude - Director

  
B.W. Hutton - Director

The notes form part of these financial statements

**COGENT ELLIOTT GROUP LIMITED (REGISTERED NUMBER: 00247566)**

**COMPANY BALANCE SHEET  
31 December 2017**

	Notes	2017 £'000	2016 £'000	2016 £'000
<b>FIXED ASSETS</b>				
Intangible assets	10	-	-	-
Tangible assets	11	-	-	-
Investments	12	<u>236</u>	<u>261</u>	<u>261</u>
		236		261
<b>CURRENT ASSETS</b>				
Debtors	13	982	957	
<b>CREDITORS</b>				
Amounts falling due within one year	14	<u>954</u>	<u>954</u>	
<b>NET CURRENT ASSETS</b>			<u>28</u>	<u>3</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u>264</u>	<u>264</u>
<b>CAPITAL AND RESERVES</b>				
Called up share capital	19	102	102	102
Share premium	20	17	17	17
Retained earnings	20	<u>145</u>	<u>145</u>	<u>145</u>
<b>SHAREHOLDERS' FUNDS</b>		<u>264</u>	<u>264</u>	<u>264</u>
Company's profit/(loss) for the financial year		<u>-</u>	<u>(1,259)</u>	

The financial statements were approved by the Board of Directors on 20 April 2018 and were signed on its behalf by:

  
F.A.A. Maude - Director

  
B.W. Hutton - Director

The notes form part of these financial statements

**COGENT ELLIOTT GROUP LIMITED**

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
for the year ended 31 December 2017**

	Called up share capital £'000	Retained earnings £'000	Share premium £'000	Revaluation reserve £'000	Total equity £'000
<b>Balance at 1 January 2016</b>	102	1,365	17	406	1,890
<b>Changes in equity</b>					
Total comprehensive income	<u>-</u>	<u>(2,197)</u>	<u>-</u>	<u>1,400</u>	<u>(797)</u>
<b>Balance at 31 December 2016</b>	<u>102</u>	<u>(832)</u>	<u>17</u>	<u>1,806</u>	<u>1,093</u>
<b>Changes in equity</b>					
Total comprehensive income	<u>-</u>	<u>420</u>	<u>-</u>	<u>-</u>	<u>420</u>
<b>Balance at 31 December 2017</b>	<u><u>102</u></u>	<u><u>(412)</u></u>	<u><u>17</u></u>	<u><u>1,806</u></u>	<u><u>1,513</u></u>

The notes form part of these financial statements

**COGENT ELLIOTT GROUP LIMITED**

**COMPANY STATEMENT OF CHANGES IN EQUITY  
for the year ended 31 December 2017**

	Called up share capital £'000	Retained earnings £'000	Share premium £'000	Total equity £'000
<b>Balance at 1 January 2016</b>	102	1,404	17	1,523
<b>Changes in equity</b>				
Total comprehensive income	<u>-</u>	<u>(1,259)</u>	<u>-</u>	<u>(1,259)</u>
<b>Balance at 31 December 2016</b>	<u>102</u>	<u>145</u>	<u>17</u>	<u>264</u>
<b>Changes in equity</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Balance at 31 December 2017</b>	<u><u>102</u></u>	<u><u>145</u></u>	<u><u>17</u></u>	<u><u>264</u></u>

The notes form part of these financial statements

**COGENT ELLIOTT GROUP LIMITED**  
**CONSOLIDATED CASH FLOW STATEMENT**  
**for the year ended 31 December 2017**

	Notes	2017 £'000	2016 £'000
<b>Cash flows from operating activities</b>			
Cash generated from operations	26	(78)	(1,017)
Interest paid		(25)	(15)
Interest element of hire purchase payments paid		<u>(9)</u>	<u>(8)</u>
Net cash from operating activities		<u>(112)</u>	<u>(1,040)</u>
 <b>Cash flows from investing activities</b>			
Purchase of tangible fixed assets		(8)	(19)
Sale of tangible fixed assets		-	1
Sale of fixed asset investments		<u>25</u>	<u>-</u>
Net cash from investing activities		<u>17</u>	<u>(18)</u>
 <b>Cash flows from financing activities</b>			
Loan repayments in year		(100)	(100)
Capital repayments in year		(41)	(59)
Amount introduced by directors		72	150
Amount withdrawn by directors		<u>(98)</u>	<u>-</u>
Net cash from financing activities		<u>(167)</u>	<u>(9)</u>
 <b>Decrease in cash and cash equivalents</b>		<u>(262)</u>	<u>(1,067)</u>
<b>Cash and cash equivalents at beginning of year</b>	27	<u>(263)</u>	<u>804</u>
 <b>Cash and cash equivalents at end of year</b>	27	<u><u>(525)</u></u>	<u><u>(263)</u></u>

The notes form part of these financial statements



## COGENT ELLIOTT GROUP LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS for the year ended 31 December 2017

#### 1. STATUTORY INFORMATION

Cogent Elliott Group Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

#### 2. ACCOUNTING POLICIES

##### **Basis of preparing the financial statements**

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets.

##### **Basis of consolidation**

The consolidated accounts incorporate the accounts of the company and all its subsidiaries.

##### **Turnover**

Turnover represents the fair value of services provided during the year on clients' assignments. Turnover is recognised as contract activity progresses and the right to consideration is earned. Fair value reflects the amount expected to be recoverable from clients and is based on the time spent, skills and expertise provided and expenses incurred. Turnover excludes value added tax.

Unbilled turnover on individual client assignments is included as accrued income within debtors.

##### **Development costs**

Development costs relating to a specific product have been capitalised and amortised over 3 years.

##### **Tangible fixed assets**

Depreciation is provided on the cost of tangible fixed assets in equal instalments over the estimated useful lives, which are as follows:-

Short leasehold property -	10 years
Fixture and fittings -	Between 3 and 5 years

The long leasehold property is revalued annually.

##### **Taxation**

Taxation for the year comprises current and deferred tax. Tax is recognised in the Consolidated Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

##### **Deferred tax**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

# COGENT ELLIOTT GROUP LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued for the year ended 31 December 2017

### 2. ACCOUNTING POLICIES - continued

#### Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to profit or loss over the relevant period. The capital element of the future payments is treated as a liability.

#### Pension costs and other post-retirement benefits

The group makes contributions to a money purchase pension scheme and a defined benefit scheme. Money purchase pension contributions are charged to the profit and loss account when payable.

Defined benefit scheme assets are valued at fair value and liabilities are measured on an actuarial basis using the projected unit method. The actuarial valuations are obtained at least triennially and are updated at each balance sheet date. The resulting asset or liability, net of deferred tax, is presented separately after other net assets on the face of the balance sheet.

The amount charged to operating profit are the current service costs and gains and losses on settlements and curtailments. They are included as part of staff costs. Past service costs are recognised immediately in the profit and loss account if the benefits have vested. If the benefits have not vested immediately, the costs are recognised over the period until vesting occurs. The interest cost and the expected return on assets are shown as a net amount of the other finance costs or credits adjacent to interest. Actuarial gains and losses are recognised immediately in the statement of total recognised gains and losses.

### 3. TURNOVER

The turnover and loss before taxation are attributable to the principal activities of the group.

An analysis of turnover by geographical market is given below:

	2017	2016
	£'000	£'000
United Kingdom	8,158	8,613
Rest of World	<u>139</u>	<u>263</u>
	<u>8,297</u>	<u>8,876</u>

### 4. EMPLOYEES AND DIRECTORS

	2017	2016
	£'000	£'000
Wages and salaries	3,616	4,572
Social security costs	411	543
Other pension costs	<u>170</u>	<u>221</u>
	<u>4,197</u>	<u>5,336</u>

The average number of employees during the year was as follows:

	2017	2016
Agency, studio and design	76	91
Finance and administration	<u>9</u>	<u>13</u>
	<u>85</u>	<u>104</u>

**COGENT ELLIOTT GROUP LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
for the year ended 31 December 2017

**4. EMPLOYEES AND DIRECTORS - continued**

The average number of employees by undertakings that were proportionately consolidated during the year was 85 (2016 - 104).

	2017	2016
	£	£
Directors' remuneration	270,957	393,894
Directors' pension contributions to money purchase schemes	<u>30,469</u>	<u>45,771</u>

The number of directors to whom retirement benefits were accruing was as follows:

	<u>1</u>	<u>2</u>
Money purchase schemes		

Information regarding the highest paid director is as follows:

	2017	2016
	£	£
Emoluments etc	116,991	141,165
Pension contributions to money purchase schemes	<u>30,469</u>	<u>-</u>

**5. OPERATING PROFIT/(LOSS)**

The operating profit (2016 - operating loss) is stated after charging/(crediting):

	2017	2016
	£'000	£'000
Depreciation - owned assets	27	56
Depreciation - assets on hire purchase contracts	36	32
Auditors' remuneration	5	3
Auditors' remuneration - other services	18	15
Operating lease charges - equipment	23	36
Operating lease charges - land and buildings	162	186
Rents receivable	<u>(432)</u>	<u>(398)</u>

**6. EXCEPTIONAL ITEMS**

	2017	2016
	£'000	£'000
Group pension fund professional fees	(182)	(169)
Reorganisation costs	<u>(104)</u>	<u>(305)</u>
	<u>(286)</u>	<u>(474)</u>

**7. INTEREST PAYABLE AND SIMILAR EXPENSES**

	2017	2016
	£'000	£'000
Bank interest	14	3
Bank loan interest	10	10
Interest payable	1	2
Hire purchase interest	<u>9</u>	<u>8</u>
	<u>34</u>	<u>23</u>

**COGENT ELLIOTT GROUP LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
for the year ended 31 December 2017

**8. TAXATION**

**Analysis of the tax credit**

The tax credit on the loss for the year was as follows:

	2017 £'000	2016 £'000
Current tax:		
UK corporation tax	-	(32)
Adjustment of prior years	-	(9)
Total current tax	-	(41)
Deferred tax:		
Deferred tax	12	43
Deferred tax on pension liability	(18)	8
Adjustment to prior years	-	(22)
Total deferred tax	(6)	29
Tax on loss	(6)	(12)

**Reconciliation of total tax credit included in profit and loss**

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	2017 £'000	2016 £'000
Loss before tax	(4)	(1,547)
Loss multiplied by the standard rate of corporation tax in the UK of 19.246% (2016 - 20%)	(1)	(309)
Effects of:		
Expenses not deductible for tax purposes	12	3
Utilisation of tax losses	(17)	-
Adjustments to tax charge in respect of previous periods	-	13
Tax losses carried forward	-	281
Total tax credit	(6)	(12)

**Tax effects relating to effects of other comprehensive income**

	Gross £'000	2017 Tax £'000	Net £'000
Actuarial return less expected return	459	(78)	381
Experience gains and losses	126	(21)	105
Changes in present value assumptions	(82)	14	(68)
	503	(85)	418

**COGENT ELLIOTT GROUP LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
for the year ended 31 December 2017

**8. TAXATION - continued**

	Gross	2016 Tax	Net
	£'000	£'000	£'000
Actuarial return less expected return	508	(86)	422
Experience gains and losses	220	(37)	183
Changes in present value assumptions	(1,409)	239	(1,170)
Changes in deferred tax rate	-	(97)	(97)
Revaluation gain long-leasehold property	<u>1,400</u>	<u>-</u>	<u>1,400</u>
	<u>719</u>	<u>19</u>	<u>738</u>

**9. INDIVIDUAL INCOME STATEMENT**

As permitted by Section 408 of the Companies Act 2006, the Income Statement of the parent company is not presented as part of these financial statements.

**10. INTANGIBLE FIXED ASSETS**

**Group**

	Development costs £'000
<b>COST</b>	
At 1 January 2017	
and 31 December 2017	<u>164</u>
<b>AMORTISATION</b>	
At 1 January 2017	
and 31 December 2017	<u>164</u>
<b>NET BOOK VALUE</b>	
At 31 December 2017	<u>-</u>
At 31 December 2016	<u>-</u>

**COGENT ELLIOTT GROUP LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
for the year ended 31 December 2017

**11. TANGIBLE FIXED ASSETS**

**Group**

	Short leasehold £'000	Long leasehold £'000	Fixtures and fittings £'000	Totals £'000
<b>COST OR VALUATION</b>				
At 1 January 2017	540	5,000	1,296	6,836
Additions	-	-	70	70
Disposals	-	-	(11)	(11)
At 31 December 2017	<u>540</u>	<u>5,000</u>	<u>1,355</u>	<u>6,895</u>
<b>DEPRECIATION</b>				
At 1 January 2017	475	-	1,241	1,716
Charge for year	15	-	48	63
Eliminated on disposal	-	-	(11)	(11)
At 31 December 2017	<u>490</u>	<u>-</u>	<u>1,278</u>	<u>1,768</u>
<b>NET BOOK VALUE</b>				
At 31 December 2017	<u>50</u>	<u>5,000</u>	<u>77</u>	<u>5,127</u>
At 31 December 2016	<u>65</u>	<u>5,000</u>	<u>55</u>	<u>5,120</u>

Cost or valuation at 31 December 2017 is represented by:

	Short leasehold £'000	Long leasehold £'000	Fixtures and fittings £'000	Totals £'000
Valuation in 2016	-	1,806	-	1,806
Cost	<u>540</u>	<u>3,194</u>	<u>1,355</u>	<u>5,089</u>
	<u>540</u>	<u>5,000</u>	<u>1,355</u>	<u>6,895</u>

If long-term leasehold property had not been revalued it would have been included at the following historical cost:

	2017 £'000	2016 £'000
Cost	<u>3,194</u>	<u>3,194</u>

The long-leasehold property was valued on an open market basis on 24 August 2017 by D & P Holt Property Consultants.

The directors have adopted this valuation as appropriate at 31 December 2017.

**COGENT ELLIOTT GROUP LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
for the year ended 31 December 2017

**11. TANGIBLE FIXED ASSETS - continued**

**Group**

Fixed assets, included in the above, which are held under hire purchase contracts are as follows:

	Fixtures and fittings £'000
<b>COST OR VALUATION</b>	
At 1 January 2017	103
Additions	63
Disposals	(1)
Transfer to ownership	<u>(48)</u>
At 31 December 2017	<u>117</u>
<b>DEPRECIATION</b>	
At 1 January 2017	70
Charge for year	36
Eliminated on disposal	(1)
Transfer to ownership	<u>(48)</u>
At 31 December 2017	<u>57</u>
<b>NET BOOK VALUE</b>	
At 31 December 2017	<u>60</u>
At 31 December 2016	<u>33</u>

**12. FIXED ASSET INVESTMENTS**

**Group**

	Unlisted investments £'000
<b>COST</b>	
At 1 January 2017	261
Disposals	<u>(25)</u>
At 31 December 2017	<u>236</u>
<b>NET BOOK VALUE</b>	
At 31 December 2017	<u>236</u>
At 31 December 2016	<u>261</u>

**COGENT ELLIOTT GROUP LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
for the year ended 31 December 2017

**12. FIXED ASSET INVESTMENTS - continued**

<b>Company</b>	<b>Unlisted investments £'000</b>
<b>COST</b>	
At 1 January 2017	261
Disposals	<u>(25)</u>
At 31 December 2017	<u>236</u>
<b>NET BOOK VALUE</b>	
At 31 December 2017	<u>236</u>
At 31 December 2016	<u>261</u>

The company owns the whole of the ordinary share capital of the following companies, except where indicated\*, all of which are registered in England and Wales:

Advertising services

Cogent Elliott Limited\*  
Cogent Elliott Investments Limited  
Junction Eleven Limited

Dormant

Cogent Consultants Limited  
ARM Communications Limited  
Cogent Elliott Public Relations Limited  
Lobelia Investment Company Limited  
Cogent Group Limited  
The Creative Company Limited  
Elliott Advertising Limited  
Cogent Advertising Limited  
The Drury Lane Company Limited\*  
IMO Agency Limited\*

\*These are wholly-owned subsidiaries of Cogent Group Limited.

**13. DEBTORS**

	<b>Group</b>		<b>Company</b>	
	2017	2016	2017	2016
	£'000	£'000	£'000	£'000
Amounts falling due within one year:				
Trade debtors	1,384	1,327	-	-
Amounts owed by group undertakings	-	-	982	957
Other debtors	167	155	-	-
Directors' current accounts	-	11	-	-
Deferred tax asset	11	23	-	-
Accrued income	265	177	-	-
Prepayments	<u>223</u>	<u>240</u>	<u>-</u>	<u>-</u>
	<u>2,050</u>	<u>1,933</u>	<u>982</u>	<u>957</u>



**COGENT ELLIOTT GROUP LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
for the year ended 31 December 2017

**13. DEBTORS - continued**

	<b>Group</b>		<b>Company</b>	
	2017	2016	2017	2016
	£'000	£'000	£'000	£'000
Amounts falling due after more than one year:				
Directors' loan accounts	<u>55</u>	<u>-</u>	<u>-</u>	<u>-</u>
 Aggregate amounts	 <u>2,105</u>	 <u>1,933</u>	 <u>982</u>	 <u>957</u>
 Deferred tax asset				
			<b>Group</b>	
			2017	2016
			£'000	£'000
Accelerated capital allowances			9	15
Short term timing differences			<u>2</u>	<u>8</u>
			<u>11</u>	<u>23</u>

**14. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>Group</b>		<b>Company</b>	
	2017	2016	2017	2016
	£'000	£'000	£'000	£'000
Bank loans and overdrafts (see note 16)	626	364	-	-
Hire purchase contracts (see note 17)	39	34	-	-
Payments on account	559	537	-	-
Trade creditors	697	774	1	1
Amounts owed to group undertakings	-	-	953	953
Social security and other taxes	109	133	-	-
VAT	330	260	-	-
Other creditors	28	38	-	-
Directors' current accounts	18	-	-	-
Accruals	<u>298</u>	<u>420</u>	<u>-</u>	<u>-</u>
	<u>2,704</u>	<u>2,560</u>	<u>954</u>	<u>954</u>

**15. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	<b>Group</b>	
	2017	2016
	£'000	£'000
Bank loan (see note 16)	200	300
Hire purchase contracts (see note 17)	37	21
Other creditors	114	114
Directors' loan accounts	<u>37</u>	<u>37</u>
	<u>388</u>	<u>472</u>

**COGENT ELLIOTT GROUP LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
for the year ended 31 December 2017

**16. LOANS**

An analysis of the maturity of loans is given below:

	<b>Group</b>	
	2017 £'000	2016 £'000
Amounts falling due within one year or on demand:		
Bank overdrafts	526	264
Bank loan	<u>100</u>	<u>100</u>
	<u>626</u>	<u>364</u>
Amounts falling due between one and two years:		
Bank loan	<u>100</u>	<u>100</u>
Amounts falling due between two and five years:		
Bank loan	<u>100</u>	<u>200</u>

**17. LEASING AGREEMENTS**

Minimum lease payments fall due as follows:

**Group**

	<b>Hire purchase contracts</b>	
	2017 £'000	2016 £'000
Net obligations repayable:		
Within one year	39	34
Between one and five years	<u>37</u>	<u>21</u>
	<u>76</u>	<u>55</u>

**Group**

	<b>Non-cancellable operating leases</b>	
	2017 £'000	2016 £'000
Within one year	180	185
Between one and five years	414	489
In more than five years	<u>535</u>	<u>531</u>
	<u>1,129</u>	<u>1,205</u>

**COGENT ELLIOTT GROUP LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
for the year ended 31 December 2017

**18. SECURED DEBTS**

The following secured debts are included within creditors:

	<b>Group</b>	
	2017	2016
	£'000	£'000
Bank overdrafts	526	264
Bank loan	300	400
Hire purchase contracts	<u>76</u>	<u>55</u>
	<u><u>902</u></u>	<u><u>719</u></u>

Bank borrowings are secured by a fixed charge over the group's properties and a floating charge over all the group's assets. Hire purchase contracts are secured by certain specific fixed assets.

**19. CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2017	2016
			£'000	£'000
51,240	Ordinary	£1	51	51
51,240	'A' shares	£1	<u>51</u>	<u>51</u>
			<u><u>102</u></u>	<u><u>102</u></u>

**20. RESERVES**

**Group**

	Retained earnings £'000	Share premium £'000	Revaluation reserve £'000	Totals £'000
At 1 January 2017	(832)	17	1,806	991
Profit for the year	2	-	-	2
Actuarial loss on pension scheme	<u>418</u>	<u>-</u>	<u>-</u>	<u>418</u>
At 31 December 2017	<u><u>(412)</u></u>	<u><u>17</u></u>	<u><u>1,806</u></u>	<u><u>1,411</u></u>

**Company**

	Retained earnings £'000	Share premium £'000	Totals £'000
At 1 January 2017	145	17	162
Profit for the year	<u>-</u>	<u>-</u>	<u>-</u>
At 31 December 2017	<u><u>145</u></u>	<u><u>17</u></u>	<u><u>162</u></u>

**COGENT ELLIOTT GROUP LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued  
for the year ended 31 December 2017**

**20. RESERVES - continued**

**a) Retained earnings**

The retained earnings reserve represents cumulative profits and losses net of dividends and other adjustments.

**b) Share premium**

The share premium account represents the premium arising on the issue of shares net of issue costs.

**c) Revaluation reserve**

The revaluation reserve represents the cumulative effect of revaluations of tangible fixed assets where a policy of revaluation has been adopted.

**21. EMPLOYEE BENEFIT OBLIGATIONS**

The company operates an occupational pension plan in the UK which has both a defined benefit and defined contribution section. This report only relates to the defined benefit section. The defined benefit section is closed to new entrants. A full valuation has been carried out at 31 March 2014 and the results have been updated to 31 December 2017 by a qualified actuary, independent of the scheme's sponsoring employer.

The Scheme assets do not include investments issued by Cogent Elliott Group Limited nor any property occupied by Cogent Elliott Group Limited.

The major assumptions used by the actuary are shown below.

This most recent actuarial valuation showed a deficit of £3,978,000. The company had agreed with the Trustees that it will aim to eliminate the deficit over a period of 14 years 9 months from 1 October 2014 by the payment of contributions of £248,750 by 31 December 2015, plus contributions of £185,000 by 31 December 2016, £335,000 by 31 December 2017 and annual contributions of £435,000 for the period to 30 June 2029 in respect of the deficit. In addition, with effect from 1 January 2016, and in accordance with the actuarial valuation, the company agreed with the Trustees that it will pay £65,000 per annum in respect of the cost of expenses of the scheme. The cost of levies to the Pension Protection Fund will be payable in addition. However, the company suspended payments in respect of the deficit in October 2016 but continued to pay its contribution to the scheme expenses. The company has restarted contributions in respect of the deficit with effect from 1 January 2018.

A new actuarial valuation as at 31 March 2017 is in progress which is currently being discussed with the Trustees and the contributions expected to be paid for the year ending 31 December 2018 are £256,000, as well as £65,000 to meet the expenses of the Scheme.

**COGENT ELLIOTT GROUP LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
for the year ended 31 December 2017

**21. EMPLOYEE BENEFIT OBLIGATIONS - continued**

The amounts recognised in the balance sheet are as follows:

	Defined benefit pension plans	
	2017	2016
	£'000	£'000
Present value of funded obligations	(11,841)	(12,300)
Fair value of plan assets	<u>8,391</u>	<u>8,457</u>
	(3,450)	(3,843)
Present value of unfunded obligations	<u>-</u>	<u>-</u>
Deficit	(3,450)	(3,843)
Deferred tax asset	<u>586</u>	<u>653</u>
Net liability	<u><u>(2,864)</u></u>	<u><u>(3,190)</u></u>

The amounts recognised in profit or loss are as follows:

	Defined benefit pension plans	
	2017	2016
	£'000	£'000
Current service cost	-	-
Net interest from net defined benefit liability	97	115
Past service cost	-	-
Expenses	<u>78</u>	<u>59</u>
	<u>175</u>	<u>174</u>
Actual return on plan assets	<u><u>459</u></u>	<u><u>508</u></u>

Changes in the present value of the defined benefit obligation are as follows:

	Defined benefit pension plans	
	2017	2016
	£'000	£'000
Opening defined benefit obligation	12,300	11,424
Interest cost	299	409
Expenses	78	59
Actuarial (gains)/losses	(44)	1,189
Benefits paid	<u>(792)</u>	<u>(781)</u>
	<u><u>11,841</u></u>	<u><u>12,300</u></u>

**COGENT ELLIOTT GROUP LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
for the year ended 31 December 2017

**21. EMPLOYEE BENEFIT OBLIGATIONS - continued**

Changes in the fair value of scheme assets are as follows:

	Defined benefit pension plans	
	2017	2016
	£'000	£'000
Opening fair value of scheme assets	8,457	8,216
Contributions by employer	65	220
Interest income	202	294
Actuarial gains	459	508
Benefits paid	<u>(792)</u>	<u>(781)</u>
	<u>8,391</u>	<u>8,457</u>

The amounts recognised in other comprehensive income are as follows:

	Defined benefit pension plans	
	2017	2016
	£'000	£'000
Actuarial gains/(losses)	<u>503</u>	<u>(618)</u>
	<u>503</u>	<u>(618)</u>

The major categories of scheme assets as a percentage of total scheme assets are as follows:

	Defined benefit pension plans	
	2017	2016
Equities	63.10%	65.80%
Corporate bonds	16.60%	13.40%
Cash	4.90%	5.40%
Other	<u>15.40%</u>	<u>15.40%</u>
	<u>100.00%</u>	<u>100.00%</u>

None of the fair values of the assets shown above include any direct investments in the group's own financial instruments or any property occupied by, or other assets used by, the group.

Principal actuarial assumptions at the balance sheet date (expressed as weighted averages):

	2017	2016
Discount rate	2.30%	2.50%
Future pension increases	2.10%	2.20%
Rate of revaluation of deferred pensions	2.10%	2.20%
Inflation (CPI)	2.10%	2.20%

**Defined contribution scheme**

The group also operates a defined contribution scheme in the UK.

The charge for the year in respect of the defined contribution scheme was £240,182 (2016: £220,463).

**COGENT ELLIOTT GROUP LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued  
for the year ended 31 December 2017**

**22. CONTINGENT LIABILITIES**

The parent company has guaranteed borrowings by subsidiary companies amounting to £880,148 (2016: £745,411).

**23. DIRECTORS' ADVANCES, CREDITS AND GUARANTEES**

The following advances and credits to directors subsisted during the years ended 31 December 2017 and 31 December 2016:

	2017 £'000	2016 £'000
<b>W.E. Husselby</b>		
Balance outstanding at start of year	11	3
Amounts advanced	24	27
Amounts repaid	(53)	(19)
Balance outstanding at end of year	<u>(18)</u>	<u>11</u>
 <b>B.W. Hutton</b>		
Balance outstanding at start of year	-	-
Amounts advanced	75	-
Amounts repaid	(20)	-
Balance outstanding at end of year	<u>55</u>	<u>-</u>

The outstanding loan from Mr B.W. Hutton is subject to an agreement under which interest is accrued at 3% per annum and the loan is repayable by 28 September 2021.

**24. RELATED PARTY DISCLOSURES**

During the year the group had a loan with 20 (London) Limited, a company connected with Mr W E Husselby and Mr M S Husselby. The balance outstanding at the year end was £39,825 (2016: £39,825).

During the year the Group had a loan with J & BH Investments Limited, a company connected with Mr W E Husselby. The balance outstanding at the year end was £113,794 (2016: £113,794).

During the year a total of key management personnel compensation of £420,449 was paid.

**25. ULTIMATE CONTROLLING PARTY**

The ultimate controlling party is Mr W.E. Husselby.

**COGENT ELLIOTT GROUP LIMITED**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
for the year ended 31 December 2017

**26. RECONCILIATION OF LOSS BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS**

	2017	2016
	£'000	£'000
Loss before taxation	(4)	(1,547)
Depreciation charges	62	89
Defined benefit pension contribution	(65)	(220)
Pension scheme expenses in provision	78	59
Finance costs	<u>131</u>	<u>138</u>
	202	(1,481)
(Increase)/decrease in trade and other debtors	(140)	416
(Decrease)/increase in trade and other creditors	<u>(140)</u>	<u>48</u>
<b>Cash generated from operations</b>	<u><u>(78)</u></u>	<u><u>(1,017)</u></u>

**27. CASH AND CASH EQUIVALENTS**

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

**Year ended 31 December 2017**

	31.12.17	1.1.17
	£'000	£'000
Cash and cash equivalents	1	1
Bank overdrafts	<u>(526)</u>	<u>(264)</u>
	<u><u>(525)</u></u>	<u><u>(263)</u></u>

**Year ended 31 December 2016**

	31.12.16	1.1.16
	£'000	£'000
Cash and cash equivalents	1	804
Bank overdrafts	<u>(264)</u>	<u>-</u>
	<u><u>(263)</u></u>	<u><u>804</u></u>

**28. COGENT ELLIOTT GROUP LIMITED ENTERPRISE MANAGEMENT INCENTIVE PLAN**

This was established in 2011 for a contractual life of 10 years from the date of grant of the option. The vesting conditions are that they would normally only be exercised on the occurrence of a sale or flotation of the company.

On 2 June 2011 an option was granted over 6,542 B Ordinary 1p shares, with an exercise price of 50p.