

# **Mitie Tilley Roofing Limited**

## **Annual Report and Financial Statements**

**Registered number 00937663**

**31 March 2018**



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## **Company information**

### **Directors**

R J Blumberger  
J Ridley  
P J Dickinson

### **Secretary**

Mitie Company Secretarial Services Limited

### **Registered office**

Level 12  
The Shard  
32 London Bridge Street  
SE1 9SG

### **Auditor**

BDO LLP  
Statutory Auditor  
55 Baker Street  
London  
W1U 7EU

## Strategic report

Mitie Tilley Roofing Limited ("the Company") is part of the Mitie Group of companies ("the Group"), the ultimate parent company being Mitie Group plc.

The Directors, in preparing this Strategic Report, have complied with Section 414c of the Companies Act 2006.

### Review of the business

The principal activity of the Company is roofing maintenance. There have not been any significant changes in the Company's principal activities in the year under review.

As shown in the Company's profit and loss account on page 9, the Company's revenue was £31.1m (2017: £34.8m) and the profit after tax was £1.8m (2017: £0.6m).

### Key performance indicators

The Group manages its operations on a divisional basis. For this reason, the Company's Directors do not believe further key performance indicators are necessary for an appropriate understanding of the performance and position of the Business. The performance of the Group's divisions is discussed in the Group's annual report which does not form part of this report.

### Principal risks and uncertainties

The Company is part of the Mitie Group and manages its risks within the Mitie Group Risk Framework. Details of the principal risks and uncertainties are given in the Mitie Group plc annual report. The Directors have reviewed the financial risk management objectives and policies of the Company in light of the Group Risk Framework. The Directors do not believe there to be any significant risks other than those detailed below.

Key risks include:

#### Strategic Risks

##### *Changes in the market and to the economic conditions*

The Company is exposed to UK market conditions. Company performance and resourcing requirements may be impacted by any changes in the market. We have an ability to recognise and adapt to any change in requirement for services and are well placed to adapt to policy changes. We are closely monitoring the outcomes of the European Union exit negotiations and any resulting policy changes to determine the impact on future contract opportunities and availability of resources.

#### Financial Risks

##### *Reliance on material counterparties*

The Company depends on a number of significant counterparties, including clients, suppliers, banks and insurers, to maintain its business. The failure of a key business partner could affect the business. This risk is mitigated by limiting the dependency on any one partner.

## Strategic report *(continued)*

### Operational Risks

#### *Significant health, safety or environmental incidents*

The potential to cause harm to employees, clients, or to damage the environment exists, and is mitigated by an extensive Quality, Health, Safety and Environmental (QHSE) programme that is closely monitored.

#### *System, process or control failure*

Increased reliance on business systems dictates a robust governance framework and set of processes. Failure of the framework could impact on operational performance. Mitie's core policies provide the basis of the governance framework. These are subject to reviews which underpin the mitigation activity for this risk. These reviews are carried out alongside regular, formal, documented testing of business critical systems.

#### *Attracting and retaining skilled people*

Failure to attract new talent and develop existing employees could impact growth. The Company utilises Mitie's career development, recruitment and talent management programmes to ensure that it attracts and retains key people.

### Financial risk management

The Company does not enter into any hedging instruments, or any financial instruments for speculative purposes.

Appropriate trade terms are negotiated with suppliers and customers. Management reviews these terms and the relationships with suppliers and customers and manages any exposure on normal trade terms. The Company prepares regular forecasts of cash flow and liquidity and any requirement for additional funding is managed as part of the overall Mitie Group plc financing arrangements.

### Future developments

The Directors expect the general level of activity to increase in the forthcoming year. This is as a result of general economic conditions improving within the United Kingdom and new contract wins.

### Post balance sheet events

There have been no significant events since the balance sheet date.

Approved by the Board and signed on its behalf by:



**R J Blumberger**  
Director

25 July 2018

## Directors' report

The Directors present the Annual Report and audited Financial Statements of Mitie Tilley Roofing Limited ('the Company') for the year ended 31 March 2018.

In preparing this Directors' report, the Directors have complied with S414C(11) of the Companies Act 2006 by including certain disclosures required by S416(4) within the Strategic report.

### Going concern

The Company's business activities, together with the factors likely to affect its future development and position are set out in the Strategic report.

The Company is expected to continue to generate positive cash flows on its own account for the foreseeable future. The Company participates in the Group's centralised treasury arrangements and so shares banking arrangements with its ultimate parent and fellow subsidiaries.

The Directors, having assessed the responses of the Directors of the Company's ultimate parent Mitie Group plc to their enquiries, have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Mitie Group to continue as a going concern, or its ability to continue with the current banking arrangements.

On the basis of their assessment of the Company's financial position and of the enquiries made of the Directors of Mitie Group plc, the Company's Directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

### Directors

The Directors who held office during the year, together with those subsequently appointed were:

Director	Date of appointment	Date of resignation
R J Blumberger	28/09/2017	
M G Bishop		04/05/2018
C M Boath		30/08/2017
D Gibson		28/09/2017
J Ridley	11/04/2016	
P J Dickinson	25/04/2018	
J S Sheridan	11/01/2017	06/10/2017

### Dividends

No dividend was declared or paid in the year (2017: £73.81 per Ordinary share).

### Environment

The Group endeavours to identify, monitor and manage the impact of their activities on the environment and is fully committed to environmental accountability and protection. The Company operates in accordance with Group policies which are described in the Group's annual and sustainability reports which do not form part of this report.

### Political contributions

The Company made no political donations nor incurred any political expenditure during the year.

## Directors' report *(continued)*

### Disclosure of information to auditor

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given, and should be interpreted in accordance with Section 418 of the Companies Act 2006.

### Other information

An indication of likely future developments in the business, discussion of financial risk management, and particulars of significant events which have occurred since the end of the financial year have been included in the Strategic Report on page 2.

### Auditor

BDO LLP served as auditor for the 31 March 2018 financial year. Pursuant to Section 487 of the Companies Act 2006, BDO LLP will be deemed to be reappointed as the auditor.

By order of the Board



**R J Blumberger**  
Director

Level 12  
The Shard  
32 London Bridge Street  
SE1 9SG  
25 July 2018

## **Statement of Directors' responsibilities in respect of the annual report and financial statements**

The Directors are responsible for preparing the Strategic report, the Directors' report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- and prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.



# Independent auditor's report to members of Mitie Tilley Roofing Limited

## Opinion

We have audited the financial statements of Mitie Tilley Roofing Limited ("the Company") for the year ended 31 March 2018 which comprise the Profit and loss account, the Balance sheet, the Statement of changes in equity and notes to the financial statements 1 to 22, 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 101 *Reduced Disclosure Framework* (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2018 and of its 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 Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company 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 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.

## 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.

## 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 Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

## **Independent auditor's report to the members of Mitie Tilley Roofing Limited** *(continued)*

### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report and Director's 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, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- 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, 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 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 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 at the Financial Reporting Council's website at:

<https://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.

BDO LLP

Scott McNaughton (Senior Statutory Auditor)  
for and on behalf of BDO LLP, statutory auditor  
55 Baker Street  
London  
W1U 7EU

25 July 2018

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

## Profit and loss account

	<i>Note</i>	<b>2018</b> <b>£000</b>	2017 £000
<b>Turnover</b>	<b>3</b>	<b>31,075</b>	34,810
Cost of sales		<b>(22,180)</b>	(26,824)
		<hr/>	<hr/>
<b>Gross profit</b>		<b>8,895</b>	7,986
Administrative expenses		<b>(6,866)</b>	(7,339)
		<hr/>	<hr/>
<b>Operating profit</b>	<b>4</b>	<b>2,029</b>	647
Other interest receivable and similar income	<b>7</b>	<b>223</b>	78
Interest payable and similar expenses	<b>8</b>	<b>(8)</b>	-
		<hr/>	<hr/>
<b>Profit before taxation</b>		<b>2,244</b>	725
Tax on profit	<b>9</b>	<b>(407)</b>	(150)
		<hr/>	<hr/>
<b>Profit for the financial year</b>		<b>1,837</b>	575
		<hr/> <hr/>	<hr/> <hr/>

The results for the year are wholly attributable to the continuing operations of the Company.

There were no items of other comprehensive income recognised during the current or prior year. Accordingly, no statement of other comprehensive income has been prepared.

## Balance sheet

	Note	2018 £000	2017 £000
<b>Fixed assets</b>			
Goodwill	10	1,213	1,213
Tangible assets	11	19	16
		<u>1,232</u>	<u>1,229</u>
<b>Current assets</b>			
Debtors (including £16,000 due after more than one year (2017: £20,000))	12	6,530	6,544
Cash at bank and in hand		6,080	4,586
		<u>12,610</u>	<u>11,130</u>
Creditors: amounts falling due within one year	13	(8,154)	(8,636)
<b>Net current assets</b>		<u>4,456</u>	<u>2,494</u>
<b>Total assets less current liabilities</b>		<u>5,688</u>	<u>3,723</u>
<b>Provisions for liabilities</b>	15	<u>(120)</u>	<u>-</u>
<b>Net assets</b>		<u>5,568</u>	<u>3,723</u>
<b>Capital and reserves</b>			
Called up share capital	17	15	15
Profit and loss account	17	5,553	3,708
		<u>5,568</u>	<u>3,723</u>
<b>Shareholders' funds</b>		<u>5,568</u>	<u>3,723</u>

The financial statements of Mitie Tilley Roofing Limited, company number 00937663, were approved by the Board of Directors and authorised for issue on 25 July 2018 and were signed on its behalf by:



**R J Blumberger**  
Director

## Statement of changes in equity

	Called up Share capital £000	Profit and loss account £000	Total equity £000
Balance at 1 April 2016	15	4,226	4,241
<b>Total comprehensive income for the year</b>			
Profit	-	575	575
Total comprehensive income for the year	-	575	575
Transactions with owners, recorded directly in equity			
Equity-settled share based payment transactions	-	12	12
Dividends (see note 17)	-	(1,105)	(1,105)
Total contributions by and distributions to owners	-	(1,093)	(1,093)
<b>Balance at 31 March 2017</b>	<b>15</b>	<b>3,708</b>	<b>3,723</b>

	Called up share capital £000	Profit and loss account £000	Total equity £000
Balance at 1 April 2017	15	3,708	3,723
Reclassification of prior year corporation tax relating to IFRS 15 adjustments		(4)	(4)
Adjusted balance at 1 April 2017	15	3,704	3,719
<b>Total comprehensive income for the year</b>			
Profit	-	1,837	1,837
Total comprehensive income for the year	-	1,837	1,837
Transactions with owners, recorded directly in equity			
Equity-settled share-based payment transactions	-	12	12
Total contributions by and distributions to owners	-	12	12
<b>Balance at 31 March 2018</b>	<b>15</b>	<b>5,553</b>	<b>5,568</b>

## Notes

### 1 Accounting policies

Mitie Tilley Roofing Limited (the "Company") is a private company limited by shares and is incorporated in England and Wales and domiciled in the UK. The registered number of the Company is 00937663. The Company's registered office is at Level 12, The Shard, 32 London Bridge Street, London, SE1 9SG. Details of the Company's activities are set out in the Strategic Report.

The Company's ultimate parent undertaking, Mitie Group plc includes the Company in its consolidated financial statements. The consolidated financial statements of Mitie Group plc, which are prepared in accordance with International Financial Reporting Standards, are available to the public and may be obtained from [www.mitie.com](http://www.mitie.com).

As more fully detailed in the Directors' Report the Company's financial statements have been prepared on a going concern basis.

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* ("FRS 101").

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of *International Financial Reporting Standards as adopted by the EU* ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

#### Early adoption of IFRS 15

The Company decided to early adopt IFRS 15 *Revenue from Contracts with Customers*, with a date of initial application of 1 April 2017. As a result, the Company has changed its accounting policies and updated its internal processes and controls relating to revenue recognition.

The Company has applied IFRS 15 using the cumulative effect method - i.e. by recognising the cumulative effect of initially applying IFRS 15 as an adjustment to the opening balance of equity at 1 April 2017, calculated only for those contracts that were not completed as at 1 April 2017. Therefore, the comparative information has not been restated and continues to be reported under IAS 18 *Revenue* and IAS 11 *Construction contracts*.

IFRS 15 provides a single, principles based five-step model to be applied to all sales contracts as outlined below. It is based on the transfer of control of goods and services to customers and replaces the separate models for goods, services and construction contracts.

1. Identify the contract(s) with a customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognise revenue when or as the entity satisfies its performance obligations

## Notes (continued)

### 1 Accounting policies (continued)

#### Early adoption of IFRS 15 (continued)

Set out below is the revenue recognition policy under IFRS 15 and the five-step model together with the impact of adopting the standard.

##### Step 1 - Identify the contract(s) with a customer

For all contracts with customers, the Company determines if the arrangement creates enforceable rights and obligations. This assessment results in certain Framework arrangements or Master Service Agreements (MSAs) not meeting the definition of a contract under IFRS 15 unless it specifies the minimum quantities to be ordered. Usually the work order and any change orders together with the Framework or MSA will constitute the IFRS 15 contract.

##### Contract modifications

A contract modification takes place when the amendment creates new enforceable rights and obligations or changes the existing price or scope (or both) of the contract, and the modification has been approved. Contract modifications can be approved in writing, by oral agreement, or implied by customary business practices.

If the parties to the contract have not approved a contract modification, revenue is recognised in accordance with the existing contractual terms. If a change in scope has been approved but the corresponding change in price is still being negotiated, the Company estimates the change to the total transaction price.

Contract modifications are accounted for as a separate contract if the contract scope changes due to the addition of distinct goods or services and the change in contract price reflects the standalone selling price of the distinct good or service. The facts and circumstances of any modification are considered in isolation as these are specific to each contract and may result in different accounting outcomes.

##### Step 2 - Identify the performance obligations in the contract

Performance obligations are the contractual promises by the Company to transfer distinct goods or services to a customer. For arrangements with multiple components to be delivered to customers such as in the Company's integrated facilities management contracts, the Company applies judgement to consider whether those promised goods and services are:

- i. Distinct and accounted for as separate performance obligations;
- ii. Combined with other promised goods or services until a bundle is identified that is distinct; or
- iii. Part of a series of distinct goods and services that are substantially the same and have the same pattern of transfer over time i.e. where the customer is deemed to have simultaneously received and consumed the benefits of the goods or services over the life of the contract, the Company treats the series as a single performance obligation.

##### Step 3 - Determine the transaction price

At contract inception, the total transaction price is determined, being the amount to which the Company expects to be entitled and has rights under the current contract. This includes the fixed price stated in the contract and an assessment of any variable consideration, up or down, resulting from e.g. discounts, rebates, service penalties. Variable consideration is typically estimated based on the expected value method and is only recognised to the extent it is highly probable that a subsequent change in its estimate would not result in a significant revenue reversal.

##### Step 4 - Allocate the transaction price to the performance obligations in the contract

The Company allocates the total transaction price to the identified performance obligations based on their relative stand-alone selling prices. This is predominantly based on an observable price or a cost plus margin arrangement.

## Notes (continued)

### 1 Accounting policies (continued)

#### Step 5 - Recognise revenue when or as the entity satisfies its performance obligations

For each performance obligation, the Company determines if revenue will be recognised over time or at a point in time. Where revenue is recognised over time, the Company applies the relevant output or input revenue recognition method for measuring progress that faithfully depicts the Company's performance in transferring control of the goods and services to the customer.

Certain contracts use output methods based upon surveys of performance completed, appraisals of results achieved, or milestones reached which allow the Company to recognise revenue on the basis of direct measurements of the value to the customer of the goods and services transferred to date relative to the remaining goods and services under the contract.

Under the input method, measured progress and revenue are recognised in direct proportion to costs incurred where the transfer of control is most closely aligned to the Company's efforts in delivering the service.

Where deemed appropriate, the Company will utilise the practical expedient within IFRS 15, allowing revenue to be recognised at the amount which the Company has the right to invoice, where that amount corresponds directly with the value to the customer of the Company's performance completed to date.

If performance obligations do not meet the criteria to recognise revenue over time, revenue is recognised at the point in time when control of the good or service passes to the customer. This may be at the point of physical delivery of goods and acceptance by a customer or when the customer obtains control of an asset or service in a contract with customer-specified acceptance criteria.

#### Other revenue

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

#### Contract assets

##### Pre-contract costs

The Company incurs pre-contract expenses (e.g. legal costs) when it is expected to enter into a new contract. The incremental costs to obtain a contract with a customer are recognised within contract assets if it is expected that those costs will be recoverable. Costs to obtain a contract that would have been incurred regardless of whether the contract was obtained are recognised as an expense in the period.

##### Contract fulfilment costs

Costs incurred to ensure that the project or programme has appropriate organisational, operational and technical infrastructures, and mechanisms in place to enable the delivery of full services under the contract target operating model, are defined as contract fulfilment costs. Only costs which meet all three of the criteria below are included within contract assets on the balance sheet:

- i. the costs directly relate to the contract (e.g. direct labour, materials, sub-contractors);
- ii. the Company is building an asset that belongs to the customer that will subsequently be used to deliver contract outcomes; and
- iii. the costs are expected to be recoverable i.e. the contract is expected to be profitable after amortising the capitalised costs.

Contract fulfilment costs covered within the scope of another accounting standard, such as inventories, intangible assets, or property, plant and equipment are not capitalised as contract fulfilment assets but are treated according to the other standard.



## Notes (continued)

### 1 Accounting policies (continued)

#### *Amortisation and impairment of contract assets*

The Company amortises contract assets (pre-contract costs and contract fulfilment costs) on a systematic basis that is consistent with the entity's transfer of the related goods or services to the customer. The expense is recognised in profit or loss in the period.

A capitalised pre-contract cost or contract fulfilment cost is derecognised either when it is disposed of or when no further economic benefits are expected to flow from its use or disposal.

The Company is required to determine the recoverability of contract related assets at each reporting date. An impairment exists if the carrying amount of any asset exceeds the amount of consideration the entity expects to receive in exchange for providing the associated goods and services, less the remaining costs that relate directly to providing those goods and services under the relevant contract. In determining the estimated amount of consideration, the Company uses the same principles as it does to determine the contract transaction price which includes estimates around variable consideration. An impairment is recognised immediately where such losses are forecast.

#### *Accrued income and deferred income*

Where revenue recognised at the period end date is more than amounts invoiced, the Company records accrued income for the difference. Where revenue recognised at the period end date is less than amounts invoiced, the Company recognises deferred income for the difference.

There were no adjustments required for the Company in relation to the early adoption to IFRS 15.

The Company has also applied the exemptions available under FRS 101 in respect of certain disclosures relating to IFRS 15 *Revenue from Contracts with Customers*.

As the consolidated financial statements of Mitie Group plc include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- IFRS 2 Share-based Payments in respect of Group settled share-based payments;
- Certain disclosures required by IAS 36 *Impairment of assets* in respect of the impairment of goodwill and indefinite life intangible assets;
- Certain disclosures required by IFRS 13 *Fair Value Measurement* and the disclosures required by IFRS 7 *Financial Instrument Disclosures*.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital, tangible fixed assets and intangible assets;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel.
- Disclosure in respect of related party transactions between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

## Notes (continued)

### 1 Accounting policies (continued)

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the Directors, in the application of these accounting policies, that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 2.

#### Measurement convention

The financial statements are prepared on the historical cost basis.

#### Classification of financial instruments issued by the Company

Financial liabilities comprise trade payables, financing liabilities, including bank and other borrowings. These are measured at initial recognition at fair value and subsequently at amortised cost.

#### Intra-group financial instruments

Where the Company enters into financial guarantee contracts, to guarantee the indebtedness of other companies within its group, the Company considers these to be insurance arrangements and accounts for them as such. In this respect, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

#### Intangible assets

Intangible assets identified in a business acquisition are capitalised at fair value as at the date of acquisition.

Software and development expenditure is capitalised as an intangible asset if the asset created can be identified, if it is probable that the asset created will generate future economic benefits and if the development cost of the asset can be measured reliably.

Following initial recognition, the carrying amount of an intangible asset is its cost less any accumulated amortisation and any accumulated impairment losses. Intangible assets are reviewed for impairment annually, or more frequently when there is an indication that they may be impaired. Amortisation expense is charged to administrative expenses in the income statement on a straight-line basis over its useful life.

## Notes (continued)

### 1 Accounting policies (continued)

#### Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and any impairment in value. Depreciation is charged so as to write off the cost less expected residual value of the assets over their estimated useful lives and is calculated on a straight-line basis as follows:

- Plant and vehicles: 3 - 10 years

#### Impairment of non-current assets

Annually the Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

#### Employee benefits

##### Retirement benefit costs

The Company participates in a number of defined benefit schemes. In respect of the schemes in which the Company participates, the Company accounts for its legal and constructive obligations over the period of its participation which is for a fixed period only. The Company operates a number of defined contribution retirement benefit schemes for all qualifying employees. Payments to the defined contribution and stakeholder pension schemes are charged as an expense as they fall due.

The Company also participates in a number of other local government defined benefit schemes. In respect of the schemes in which the Company participates, the Company accounts for its legal and constructive obligations over the period of its participation which is for a fixed period only.

#### Provisions for liabilities

Provisions for liabilities are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some, or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

Onerous contract provisions (OCPs) arise when the unavoidable costs of meeting contractual obligations exceed the remuneration expected to be received. Unavoidable costs include total contract costs together with a rational allocation of shared costs that be directly linked to fulfilling contractual obligations which have been systematically allocated to OCPs on the basis of key cost drivers except where this is impracticable, where contract revenue is used as a proxy to activity. The provision is calculated as the lower of the termination costs payable for an early exit and the expected net cost to fulfil the Company's unavoidable contract obligations. Where a customer has an option to extend a contract and it is likely that such an extension will be made, the expected net cost arising during the extension period is included in the calculation. However, where a profit can be reasonably expected in the extension period, no credit is taken on the basis that such profits are uncertain given the potential for the customer to either not extend or offer an extension under lower pricing terms.

## Notes (continued)

### 1 Accounting policies (continued)

#### Share-based payments

The Company participates in a number of Mitie Group plc executive and employee share option schemes. For grants of share options and awards, the fair value as at the date of grant is calculated using the appropriate valuation model and the corresponding expense is recognised on a straight-line basis over the vesting period based on the Company's estimate of shares that will eventually vest. Further details of the Group's share option schemes are contained in the Mitie Group plc annual report.

Save As You Earn (SAYE) options are treated as cancelled when employees cease to contribute to the scheme, resulting in an acceleration of the remainder of the related expense.

#### Turnover under IAS 18 in relation to prior year

Turnover represents income recognised in respect of services provided during the period (stated net of sales taxes) and is earned within the United Kingdom. Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Group and the turnover can be reliably measured. When turnover is recognised but has not yet been billed accrued income arises. Deferred income arises when the Company has billed clients in advance of recognising revenue.

All bid costs are expensed through the profit and loss account up to the point where contract award or full recovery of the costs is virtually certain. The confirmation of the preferred bidder for a contract by a client is the point at which the award of a contract is considered to be virtually certain.

Turnover from time and material contracts is recognised at the contractual rates as labour hours and tasks are delivered and direct expenses incurred.

#### Recognition: repeat service-based contracts (single and bundled contracts) under IAS 11 and IAS 18 in relation to prior year

Turnover is recognised on a straight-line basis unless this is not an accurate reflection of the work performed. Where a straight-line basis is not appropriate, for example if specific works on contracts represent a significant element of the whole, turnover is recognised based on the percentage of completion method, based on the proportion of costs incurred at the balance sheet date relative to the total estimated cost of completing the contracted work.

Costs incurred, after confirmation of preferred bidder, that are specific costs incurred to ensure that the project or programme has appropriate organisational, operational and technical infrastructures and mechanisms in place to enable the delivery of full services under the contract target operating model are defined as mobilisation costs. These costs are included within trade and other receivables on the balance sheet provided that the costs relate directly to the contract, are separately identifiable, can be measured reliably and that the future net cash inflows from the contract are estimated to be no less than the amounts capitalised.

Such costs may be incurred when a contract is awarded, or when there is a subsequent change in the scope of contracted services. The mobilisation costs are amortised over the contracted period (including any contracted extension periods), generally on a straight-line basis, or on a basis to reflect the profile of work to be performed over the contracted period if the straight-line basis is not considered to be appropriate for the specific contract to which the costs relate. If the contract becomes loss making, any unamortised costs are written off and the expected loss is provided for immediately.

#### Leasing

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognised as an expense in the income statement on a straight-line basis over the lease term. Any lease incentives are amortised on a straight-line basis over the non-cancellable period for which the Company has contracted to lease the asset, together with any further terms for which the Company has the option to continue to lease the asset if, at the inception of the lease, it is judged to be reasonably certain that the Company will exercise the option.

## Notes (continued)

### 1 Accounting policies (continued)

#### Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based upon tax rates and legislation that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when: there is a legally enforceable right to set off current tax assets against current tax liabilities; when they relate to income taxes levied by the same taxation authority; and the Company intends to settle its current tax assets and liabilities on a net basis.

#### Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Company has applied a number of amendments to IFRS issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2017. The adoption of the changes set out below has not had any material impact on the disclosures or on the amounts reported in these financial statements.

- Amendments to IAS 12 *Recognition of Deferred Tax Assets for Unrealised Losses*.
- Amendments to IAS 7 *Disclosure Initiative*.
- Amendments to IFRS included in the *Annual Improvements to IFRS Standards 2014-2016 Cycle*.

#### New standards not yet adopted

The Company has taken the exemption available under FRS 101 in respect of the impact of new standards that are not yet in effect.

## Notes (continued)

### 2 Critical accounting judgements and key sources of estimation uncertainty

#### Critical accounting judgements in applying the Company's accounting policies:

In the process of applying the Company's accounting policies, which are described in Note 1, management has made the following judgements that have the most significant effect on the amounts recognised in the financial statements.

##### *Revenue recognition*

The Company's revenue recognition policies, which are set out under IFRS 15 in Note 1 for the current year and under IAS 18 and IAS 11 in respect of prior years, are central to how the Company measures the work it has performed in each financial year.

##### *The Company's current policy under IFRS 15*

Management is required to form a number of key judgements and assumptions in the determination of the amount of revenue and profits to record, and related balance sheet items such as contract assets, accrued income and deferred income to recognise (refer to Note 1). This includes an assessment of the costs the Company incurs to deliver the contractual commitments and whether such costs should be expensed as incurred or capitalised.

In addition, for certain contracts, key assumptions are made concerning:

- i. contract extensions and amendments which, for example, directly impact the phasing of upfront payments from customers which are recognised in deferred income and unwound over the expected contract term; or
- ii. where options are granted to customers leading to the recognition of a material right. These judgements are inherently subjective and may cover future events such as the achievement of contractual performance targets and planned cost savings or discounts.

##### *The Company's prior year policy under IAS 18 and IAS 11*

The revenue recognised for certain long-term complex project-based services was based on the stage of completion of the contract activity. This is measured by comparing the proportion of costs incurred, which include transition costs reflecting costs incurred in the performance of transitioning services, against the estimated whole-life contract costs. This requires significant judgements to be made in forecasting the outcomes of the long-term contracts.

Particular judgement is required in evaluating the operational and financial business plans for these contracts to forecast the expected whole-life contract billings, costs and margin and to assess the recoverability of any resulting accrued income through the life of the contract. In forming the judgement around expected whole-life contract billings, account is taken of potential deductions from and increments to revenue that may arise from the application of performance related measures under contracts.

This requires management to apply judgements and estimates that draw on the knowledge and experience of the Company's project managers and delivery teams together with the Company's commercial and finance professionals. Whilst there may be a broad range of possible outcomes based on the relevant circumstances of the individual contract, the Company has controls in place whereby all significant contracts are reviewed on a monthly basis and reforecast quarterly.

The amounts recognised as revenue, profit and contract assets are sensitive to changes in assumptions, for example:

\* **Renegotiation of terms** – the Group often enters into renegotiations of existing contract terms such as the timing or the specifications of the services to be delivered. Depending on the outcome of such negotiations, the timing and amount of revenue recognised may be different.

\* **Recoverability of contract related assets** – linked to the profitability of contracts above, management is also required to determine the recoverability of contract related assets, accrued income and accounts receivable. Judgement is required in determining whether or not the future economic benefits from contracts are sufficient to recover these contract assets.

## Notes (continued)

### 2 Critical accounting judgements and key sources of estimation uncertainty (continued)

#### Key sources of estimation uncertainty are as follows:

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in the next financial year are discussed below.

#### *Measurement and impairment of goodwill*

Determining whether goodwill is impaired requires an estimation of value in use. The value in use calculation involves an estimation of the future cash flows and the selection of appropriate discount rates to use in order to calculate present values. The carrying value of goodwill is £1,213,000 (2017: £1,213,000) at the balance sheet date; see Note 10. A sensitivity analysis has been performed and management have concluded that no reasonably foreseeable change in the key assumptions would result in an impairment.

#### *Provisions, contingent liabilities and onerous contracts*

The Company is from time to time, party to legal proceedings and claims that are in the ordinary course of business. Judgements are required in order to assess whether these legal proceedings and claims are probable and the liability can be reasonably estimated, resulting in a provision. Or, alternatively, whether the items meet the definition of contingent liabilities. When a contract is expected to incur future unavoidable losses and has therefore become onerous, judgment is required to assess the future expected revenue and costs and hence to determine the appropriate level of provision. Provisions are liabilities of uncertain timing or amount and therefore in making a reliable estimate of the quantum and timing of liabilities judgement is applied and re-evaluated at each reporting date. The Company recognised provisions at 31 March 2018 of £120,000 (2017: £nil) Further details are included in Note 15.

#### *Recovery of aged debtors and accrued income*

The company has material amounts of billed and unbilled work outstanding at year end as outlined in Note 12. Where balances become aged or subject to dispute the risk of recoverability increases. As a consequence there is significant management judgement involved in assessing the recoverability of these balances which involves consideration of contractual rights, work performed as well as the status of ongoing commercial negotiations.

### 3 Turnover

The Company derives all of its turnover from the provision of services to customers based in the UK.

### 4 Expenses and auditor's remuneration

*Included in operating profit are the following:*

	2018 £000	2017 £000
Gain on disposal of fixed assets	-	7

## Notes (continued)

### 4 Expenses and auditor's remuneration (continued)

#### Auditor's remuneration:

	2018 £000	2017 £000
Audit of these financial statements	<u>16</u>	<u>20</u>

Amounts receivable by the Company's auditor and its associates in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's parent, Mitie Group plc.

### 5 Staff numbers and costs

The average number of persons employed by the Company (including Directors) during the year, analysed by category, was as follows:

	Number of employees 2018	2017
Operations	96	122
Administration	58	71
	<u>154</u>	<u>193</u>

The aggregate payroll costs of these persons were as follows:

	2018 £000	2017 £000
Wages and salaries	6,254	7,024
Share-based payments (See note 16)	11	13
Social security costs	675	781
Termination and redundancy payments	34	112
Contributions to defined contribution plans	185	218
	<u>7,159</u>	<u>8,148</u>



## Notes (continued)

### 6 Directors' remuneration

The following Directors are also Directors or employees of another Group company. They are remunerated by the company shown. It is not practicable to allocate their remuneration between their services as Directors of this company and as Directors or employees of other Group companies.

Director	Remunerated by	Remuneration disclosed by
R J Blumberger	Mitie Group Plc	Mitie Group Plc
M G Bishop	Mitie Property Services (UK) Limited	Mitie Property Services (UK) Limited
C M Boath	Mitie Property Services (UK) Limited	Mitie Property Services (UK) Limited
D Gibson	Mitie Limited	Mitie Technical Facilities Management Limited
J Ridley	Mitie Property Management Limited	Mitie Property Management Limited
J S Sheridan	Mitie Limited	Mitie Limited

P J Dickinson was appointed after 31 March 2018 and have no remuneration for qualifying services as a Director relating to the year.

### 7 Other interest receivable and similar income

	2018 £000	2017 £000
Interest receivable and similar from Group undertakings	223	78
Total interest receivable and similar income	<u>223</u>	<u>78</u>

### 8 Interest payable and similar expenses

	2018 £000	2017 £000
Unwind of discount on provisions	8	-
Total other interest payable and similar expenses	<u>8</u>	<u>-</u>

## Notes (continued)

### 9 Taxation

	2018 £000	2017 £000
<i>Analysis of charge in the year</i>		
Current tax on income for the period	427	159
Adjustments in respect of prior periods	(24)	(16)
Total current tax	<u>403</u>	<u>143</u>
<i>Deferred tax (see note 14)</i>		
Reduction in statutory tax rate	-	1
Adjustments in respect of prior periods	4	6
Total deferred tax	<u>4</u>	<u>7</u>
Tax on profit	<u><u>407</u></u>	<u><u>150</u></u>
	2018	2017
<i>Reconciliation of effective tax rate</i>	£000	£000
Profit for the year	1,837	575
Total tax expense	407	150
Profit excluding taxation	<u><u>2,244</u></u>	<u><u>725</u></u>
Tax using the UK corporation tax rate of 19% (2017: 20%)	422	145
Reduction in statutory tax rate on deferred tax balances	-	1
Expenses not deductible for tax purposes	5	8
Relief in respect of employee share options	-	6
Adjustments in respect of prior periods	(20)	(10)
Total tax expense	<u><u>407</u></u>	<u><u>150</u></u>

The main rate of corporation tax will remain at 19% until 1st April 2020 when it will reduce to 17%. These rates have been used to calculate the deferred tax balance as they were substantively enacted at the balance sheet date.

## Notes (continued)

### 10 Goodwill

	£000
<b>Cost</b>	
Balance at 1 April 2017	1,724
<b>Balance at 31 March 2018</b>	<b>1,724</b>
<b>Amortisation and impairment</b>	
Balance at 1 April 2017	511
<b>Balance at 31 March 2018</b>	<b>511</b>
<b>Net book value</b>	
At 1 April 2017	1,213
<b>At 31 March 2018</b>	<b>1,213</b>

### 11 Tangible fixed assets

	Leasehold Plant & vehicles £000	£000	Total £000
<b>Cost</b>			
Balance at 1 April 2017	-	461	461
Additions	56	-	56
<b>Balance at 31 March 2018</b>	<b>56</b>	<b>461</b>	<b>517</b>
<b>Depreciation and Impairment</b>			
Balance at 1 April 2017	-	445	445
Depreciation charge for the year	43	10	53
<b>Balance at 31 March 2018</b>	<b>43</b>	<b>455</b>	<b>498</b>
<b>Net book value</b>			
At 1 April 2017	-	16	16
<b>At 31 March 2018</b>	<b>13</b>	<b>6</b>	<b>19</b>

## Notes (continued)

### 12 Debtors

	2018 £000	2017 £000
Trade debtors	4,738	4,870
Amounts owed by Group undertakings	219	468
Other debtors	24	6
Deferred tax assets (see note 14)	16	20
Interest receivable	-	29
Prepayments	36	-
Accrued income	1,497	1,151
Total	<u>6,530</u>	<u>6,544</u>
Due within one year	6,514	6,524
Due after more than one year	<u>16</u>	<u>20</u>

#### Notes

The Directors consider that the carrying amount of trade debtors and other debtors approximates their fair value.

Amounts owed by Group undertakings are interest bearing at a rate of circa 5% (2017: circa 5%) and repayable on demand.

At 31 March 2018 trade debtors include retentions of £332,000 (2017: £482,000) relating to construction contracts in progress.

### 13 Creditors: amounts falling due within one year

	2018 £000	2017 £000
Trade creditors	3,510	4,627
Amounts owed to Group undertakings	1,742	1,832
Taxation and social security	546	561
Corporation tax	437	30
Other creditors	361	170
Accruals	1,558	1,416
	<u>8,154</u>	<u>8,636</u>

The Directors consider that the carrying amount of trade creditors and other creditors approximates their fair value.

Amounts due to Group undertakings are repayable on demand and bear no interest.

## Notes (continued)

### 14 Deferred tax assets and liabilities

#### Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	<b>Assets</b>	
	<b>2018</b>	2017
	<b>£000</b>	<b>£000</b>
Tangible fixed assets	10	15
Share-based payments	3	2
Provisions	3	3
	<hr/>	<hr/>
Net tax assets	<b>16</b>	<b>20</b>
	<hr/> <hr/>	<hr/> <hr/>

#### Movement in deferred tax during the year

	1 April 2017	Recognised in income	31 March 2018
	£000	£000	£000
Tangible fixed assets	15	(5)	10
Share-based payments	2	1	3
Other	3	-	3
	<hr/>	<hr/>	<hr/>
	<b>20</b>	<b>(4)</b>	<b>16</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

#### Movement in deferred tax during the prior year

	1 April 2016	Recognised in income	31 March 2017
	£000	£000	£000
Tangible fixed assets	18	(3)	15
Share-based payments	6	(4)	2
Other	3	-	3
	<hr/>	<hr/>	<hr/>
	<b>27</b>	<b>(7)</b>	<b>20</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

The UK Government announced a reduction in the UK corporation tax rate from 19% to 17% from 1 April 2020, which has been substantively enacted.

The reduction in the balance sheet carrying value of deferred tax assets and liabilities to reflect the rate of tax at which those differences are expected to reverse has not had a material impact on the current year tax charge.

## Notes (continued)

### 15 Provisions

	Dilapidations provision £000
Balance at 1 April 2017	-
Provisions made during the year	111
Unwinding of discount utilisation	9
	<hr/>
<b>Balance at 31 March 2018</b>	<b>120</b>
	<hr/>

The dilapidations provision relates to the legal obligation for a leased property to be returned to the landlord in the contracted condition at the end of the lease period. This cost would include repairs of any damage and wear and tear.

### 16 Share-based payments

The Mitie Group operates five equity-settled share option schemes, involving ordinary 2.5p shares in Mitie Group plc, which are open to employees of the Company. Full details of the schemes are given in the annual report of Mitie Group plc. The main terms of each scheme are as follows:

#### Discretionary schemes

##### *Mitie Group plc long term incentive plan*

Awards of shares or rights to acquire shares with an exercise price of nil and a vesting period of 3 - 5 years. Awards may be forfeited if the employee leaves the Group. Performance conditions must be satisfied which are based on movements in a range of market and non-market conditions.

##### *Mitie Group plc executive share option scheme*

The right to acquire shares at a predetermined price following a vesting period of three years. Options may be forfeited if the employee leaves the Group. Before options can be exercised, a performance condition, linked to growth in earnings per share, must be satisfied

##### *Conditional share plan*

Awards of shares or rights to acquire shares with an exercise price of nil and a vesting period of 1 - 2 years. Awards may be forfeited if the employee leaves the Group.

#### Non-discretionary schemes

##### *Mitie Group plc SAYE scheme*

The right to acquire shares at a predetermined price if the employee saves a regular amount over a three year period. Options must be exercised within six months of the date of vesting. Options may be forfeited if the employee leaves the Group.

##### *Share incentive plan*

Employees are invited to invest in Partnership shares which are purchased in the market on their behalf and held in a UK employee benefit trust. One Matching share is awarded for every ten Partnership shares purchased. Matching shares may be forfeited if the employee disposes of the Partnership shares within three years of purchase.

The costs of options and conditional awards over the PLC Parent Company shares granted to employees of the Company are accounted for as a credit in equity representing a capital contribution from the Parent Company.

## Notes (continued)

### 16 Share-based payments (continued)

	2018	2017
Weighted average share price at date of exercise	227p	237p
Options outstanding prices	214p to 316p	201p to 319p
Weighted average remaining contractual life	2.7 years	3.0 years

The options outstanding at 31 March 2018 had exercise prices ranging from 214p to 316p (2017: 201p to 319p). During the year, options were granted in July, August, October, November 2017 and January 2018. In the prior year, options were granted in May, July, November, December 2016 and January 2017.

The costs of options and conditional awards over the plc Parent Company are accounted for as a credit in equity representing a capital contribution from the Parent Company.

### 17 Capital and reserves

#### Share capital authorised and fully paid

	At start of year	At end of year	2018 £000	2017 £000
<b>Ordinary Shares</b>				
Ordinary shares at £1 each	14,953	14,953	15	15
	<u>14,953</u>	<u>14,953</u>	<u>15</u>	<u>15</u>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

#### Profit and loss account

The profit and loss account comprises the retained earnings and losses of the Company, less amounts distributed to the Company's shareholder.

#### Dividend

The following dividends were recognised during the period:

	2018 £000	2017 £000
£nil (2017: £74) per qualifying ordinary share	-	1,105
	<u>-</u>	<u>1,105</u>

## **Notes (continued)**

### **18 Operating leases**

At 31 March 2018, the company had annual commitments under non-cancellable operating leases in respect of property and vehicles as follows:

	<b>2018</b> <b>£000</b>	2017 £000
Less than one year	<b>61</b>	111
Between one and five years	<b>150</b>	323
More than five years	-	21
	<u><b>211</b></u>	<u>455</u>

The Company has annual commitments under non-cancellable operating leases for property and vehicles as detailed above.

During the year, £67,000 was recognised as an expense in the profit and loss account in respect of operating leases (2017: £111,000).

### **19 Commitments**

#### ***Commitments on behalf of Group undertakings***

The Company is party with other Group undertakings to cross-guarantees of each others bank overdrafts and loans.

	<b>2018</b> <b>£000</b>	2017 £000
Overall commitment	<u><b>258,106</b></u>	<u>309,315</u>

#### ***Performance bonds***

The Company has outstanding performance bonds as follows:

	<b>2018</b> <b>£000</b>	2017 £000
Performance bonds	<u><b>205</b></u>	<u>205</u>

### **20 Related Parties**

Under FRS 101 the Company is exempt from disclosing key management personnel compensation and transactions with other companies wholly owned by Mitie Group plc.

The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with fellow wholly owned subsidiaries.

The Company is a participant in the Mitie Group plc Pension Scheme, a defined benefit scheme; the contributions payable under the scheme are apportioned to the Company on the basis of the percentage of pensionable payroll determined by the scheme actuaries, for the scheme as a whole. Full details of the scheme are set out in the Annual Report and Accounts of Mitie Group plc.



**Notes** *(continued)*

**21 Subsequent events**

There are no material post balance sheet events that require adjustment or disclosure.

**22 Ultimate parent company and parent company of larger group**

The Company is a subsidiary undertaking of Mitie Group plc which is the immediate parent company incorporated in Scotland. The ultimate controlling party is Mitie Group plc, a company incorporated in Scotland with its registered office at 35, Duchess Road, Rutherglen, Glasgow, G73 1AU. Mitie Group plc is the parent company of the largest and smallest groups into which the accounts of the Company are consolidated. The consolidated financial statements of Mitie Group plc are available to the public and may be obtained from the Company Secretary at Level 12, The Shard, 32 London Bridge Street, SE1 9SG, UK or from [www.mitie.com](http://www.mitie.com).