# **Groupe Samat UK Limited**

Financial statements For the year ended 31 December 2007



**Company No. 1480293** 

# Company information

**Company registration number** 

1480293

Registered office

Atlantic Way

Barry

Vale of Glamorgan

CF64 2AH

**Directors** 

B Julien A Laffont F Dupasquier

S Reid

Secretary

A Laffont

**Bankers** 

HSBC Bank Plc 1 Herbert Street Stanwell Road Penarth CF64 2AH

**Auditor** 

Grant Thornton UK LLP Chartered Accountants Registered Auditors 11-13 Penhill Road Cardiff

Cardiff CF11 9UP

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## Report of the directors

The directors present their report and the financial statements of the company for the year ended 31 December 2007

### Principal activities and business review

The company is engaged in the transportation of goods by road, and also the storage and handling of containers

There was a profit for the year after taxation amounting to £25,516 (2006 £244,236)

Continued improvements in our own efficiencies and our supply chain have lead to operational savings. Combined with a growth in income during the year has led to growth in operational returns. We have made improvements in our quality systems and our market position in a very competitive industry which will improve future business returns.

### Principal risks and uncertainties facing the company

The transport industry has faced an erosion of margins for the previous several years, combined with a rise in multimodal transport solutions that offer product movements at competitive prices

The company has been subject to large increases in the rate of fuel which is a major cost component of the company and there is continued uncertainty of the future if the price of fuels. This risk may affect the company's results in the future.

#### **Key performance indicators (KPI's)**

The directors use many KPI's both financial and non-financial to monitor the company's position, However the Turnover and Gross Profit Margin are fundamental to the analysis of growth and future development

### Financial risk management objectives and policies

The company uses financial instruments, other than derivatives, comprising borrowings, cash and other liquid resources and various other items such as trade debtors and creditors that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the company's operations. The main risks arising from the company financial instruments are interest rate risk, liquidity risk and foreign currency risk. The directors review and agree policies for managing each of these risks and they are summarised below. The policies have remained unchanged from previous periods.

#### Interest rate risk

The company finances its operations through a mixture of retained profits, inter-company accounts and lease arrangements. The company's exposure to interest rate fluctuations on its inter-company accounts is managed on a group basis by the use of both fixed and floating facilities. Hire purchase leases are for fixed finance charges.

### Liquidity risk

The company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. Primarily this is achieved through inter-company accounts

# Report of the directors

### **Currency risk**

The company is exposed to transaction and translation foreign exchange risk. In relation to translation risk the proportion of assets held in the foreign currency are matched to an appropriate level of borrowings in the same currency. Transaction exposures are limited in the company through interaction with group, passing the exchange risk to be managed centrally.

#### **Directors**

The directors who served the company during the year were as follows

B Julien

A Laffont

F Dupasquier

S Reid

The company is a wholly owned subsidiary and the interests of the group directors are disclosed in the financial statements of the parent company

#### **Directors' responsibilities**

The directors are responsible for preparing 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). The financial statements are required by law to 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,
- 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 proper accounting records that 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 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# Report of the directors

In so far as the directors are aware

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

## **Auditor**

A resolution to re-appoint Grant Thornton UK LLP as auditor for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985

ON BEHALF OF THE BOARD

Director



# Report of the Independent Auditor to the Members of Groupe Samat UK Limited

We have audited the financial statements of Groupe Samat UK Limited for the year ended 31 December 2007 which comprise the principal accounting policies, the profit and loss account, the balance sheet, cash flow statement and notes 1 to 26 These financial statements have been prepared under the accounting policies set out therein

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Directors' Report and financial statements in accordance with United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it

### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

## Opinion

## In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2007 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements

GRANT THORNTON UK LLP

**REGISTERED AUDITOR** 

CHARTERED ACCOUNTANTS

**CARDIFF** 

11 June 2008

# Principal accounting policies

### **Basis of accounting**

The financial statements have been prepared under the historical cost convention

#### Consolidation

The company was, at the end of the year, a wholly-owned subsidiary of another company incorporated in the EEC and in accordance with section 228 of the Companies Act 1985, is not required to produce, and has not published, consolidated accounts

#### **Turnover**

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax

Revenue from services provided by the company is recognised when the company has performed its obligations and in exchange obtained the right to consideration

#### **Fixed assets**

All fixed assets are initially recorded at cost

#### **Depreciation**

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Leasehold Property Plant & Machinery Over 10 years

over 5 years

Fixtures & Fittings Motor Vehicles

· 10% reducing balance

over 4 to 8 years

#### Stocks

Fuel stocks are stated at the lower of cost and net realisable value. Cost of fuel is based on purchased cost on a first-in, first-out basis

### Hire purchase agreements

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at their fair value. The capital element of the future payments is treated as a liability and the interest is charged to the profit and loss account on a sum of digits basis.

#### **Operating lease agreements**

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease

# Principal accounting policies

#### **Pension costs**

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

### **Deferred taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

#### Foreign currencies

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

#### **Financial instruments**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity

# Profit and loss account

Turnover	<b>Note</b> 1	2007 £ 6,528,717	2006 £ 5,857,427
Cost of sales		5,782,380	5,401,127
Gross profit		746,337	456,300
Other operating charges Other operating income	2 3	849,274 (109,604)	846,277 (157,708)
Operating profit/(loss)	4	6,667	(232,269)
Profit on disposal of fixed assets Remediation costs	6	148,563 (50,160)	573,088 -
		105,070	340,819
Interest receivable Amounts written off investments Interest payable and similar charges	7 8	76,658 - (142,234)	52,353 (9,605) (28,122)
Profit on ordinary activities before taxation		39,494	355,445
Tax on profit on ordinary activities	9	13,978	111,209
Profit for the financial year	23	25,516	244,236

All of the activities of the company are classed as continuing

The company has no recognised gains or losses other than the results for the year as set out above

# Balance sheet

are signed on their behalf by

Fixed assets	Note	2007 £	2006 £
Tangible assets	10	2,302,367	1,621,111
Investments	11	700,780	700,780
		3,003,147	2,321,891
Current assets			
Stocks	12	4,678	10,400
Debtors	13	3,344,675	2,477,183
Cash at bank and in hand		198,177	126,529
		3,547,530	2,614,112
Creditors: amounts falling due within one year	14	2,201,607	1,138,593
Net current assets		1,345,923	1,475,519
Total assets less current liabilities		4,349,070	3,797,410
Creditors: amounts falling due after more than one year	15	1,469,556	957,390
		2,879,514	2,840,020
Provisions for liabilities			
Deferred taxation	17	150,697	136,719
Other provisions	18	109,300	109,300
		2,619,517	2,594,001
Capital and reserves			
Called-up equity share capital	21	500,000	500,000
Share premium account	22	200,002	200,002
Profit and loss account	23	1,919,515	1,893,999
Shareholders' funds	24	2,619,517	2,594,001
These financial statements were approved by the directors and authorse signed on their behalf by	onsed for	assue on 11/6	of , and

The accompanying accounting policies and notes form part of these financial statements.

# Cash flow statement

Net cash inflow/(outflow) from operating activities	Note 25	2007 £ 419,236	2006 £ (431,595)
Returns on investments and servicing of finance	25	(65,576)	24,231
Taxation	25	-	1,409
Capital expenditure and financial investment	25	(1,063,044)	(346,270)
Acquisitions and disposals	25	-	901
Cash outflow before financing		(709,384)	(751,324)
Financing	25	781,032	663,648
Increase/(decrease) in cash	25	71,648	(87,676)

# Notes to the financial statements

### 1 Turnover

The turnover and profit before tax are attributable to the one principal activity of the company An analysis of turnover is given below

United Kingdom Overseas	2007 £ 5,361,029 1,167,688 6,528,717	2006 £ 4,800,605 1,056,822 5,857,427
2 Other operating charges	<u> </u>	
	2007	2007
Administrative expenses	2007 £ 849,274	2006 £ 846,277
3 Other operating income		
Rent receivable Other operating income	2007 £ 79,505 30,099 109,604	2006 £ 75,731 81,977 157,708
4 Operating profit/(loss)		
Operating profit/(loss) is stated after charging/(crediting)		
Depreciation of owned fixed assets Depreciation of assets held under hire purchase agreements Loss on disposal of fixed assets Auditor's remuneration Audit fees Operating lease costs Plant and equipment Other	2007 £ 173,848 356,503 - 6,850 12,995 101,083	2006 £ 283,718 104,689 23,474 6,700 11,756 92,888
Net (profit)/loss on foreign currency translation	(11,262)	11,749

## 5 Directors and employees particulars of employees

The average number of staff employed by the company during the financial year amounted to

Management and administration Drivers and workshop	2007 No 13 56 69	2006 No 12 43 55
The aggregate payroll costs of the above were		
Wages and salaries Social security costs Other pension costs	2007 £ 1,910,098 178,893 16,514 2,105,505	2006 £ 1,636,052 153,172 8,316 1,797,540
6 Profit on disposal of fixed assets		
Profit on disposal of fixed assets	2007 £ 148,563	2006 £ 573,088
7 Amounts written off investments		
Amount written off investments	2007 € 	2006 £ 9,605
8 Interest payable and similar charges		
Finance charges payable under hire purchase agreements	2007 £ 142,234	2006 £ 28,122
9 Taxation on ordinary activities		
Analysis of charge in the year		
Deferred tax	2007 £	2006 £
Origination and reversal of timing differences	13,978	111,209

## 9 Taxation on ordinary activities (continued)

Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 30% (2006 - 30%)

Profit on ordinary activities before taxation	2007 £ 39,494	2006 £ 355,445
Profit on ordinary activities by rate of tax	11,848	106,634
Expenses not deducted for tax purposes	5,699	6,130
Capital allowances for period in excess of depreciation	(33,311)	(146,015)
Non-qualifying depreciation	703	655
Other timing differences	15,061	32,596
Total current tax		-

### 10 Tangible fixed assets

	Leasehold Property £	Plant & Machinery	Fixtures & Fittings £	Motor Vehicles ₤	Total £
Cost					
At 1 January 2007	23,418	7,906	80,809	4,222,520	4,334,653
Additions	-	_	3,412	1,246,464	1,249,876
Disposals		(3,413)	(15,267)	(1,081,113)	(1,099,793)
At 31 December 2007	23,418	4,493	68,954	4,387,871	4,484,736
Depreciation					
At 1 January 2007	7,831	4,426	65,758	2,635,527	2,713,542
Charge for the year	2,342	747	1,747	525,515	530,351
On disposals	-	(2,804)	(15,266)	(1,043,454)	(1,061,524)
At 31 December 2007	10,173	2,369	52,239	2,117,588	2,182,369
Net book value					
At 31 December 2007	13,245	2,124	16,715	2,270,283	2,302,367
At 31 December 2006	15,587	3,480	15,051	1,586,993	1,621,111

Included within the net book value of £2,302,367 is £2,086,938 (2006 - £1,251,305) relating to assets held under hire purchase agreements. The depreciation charged to the financial statements in the year in respect of such assets amounted to £356,503 (2006 - £104,689)

#### 11 Investments

## Shares in subsidiary undertakings

At 31 December 2007 the company held 100% of the allotted share capital of Samat UK Limited, a dormant company incorporated in the UK.

Cont		£
Cost At 1 January 2007 and 31 December 2007		710,385
Amounts written off At 1 January 2007 and 31 December 2007		9,605
Net book value At 31 December 2007 At 31 December 2006		<b>700,780</b> 700,780
12 Stocks		
Raw materials	2007 £ 4,678	2006 £ 10,400
13 Debtors		
Trade debtors Amounts owed by group undertakings Other debtors Prepayments and accrued income	2007 £ 1,341,394 1,798,903 63,382 140,996 3,344,675	2006 £ 1,295,244 936,406 122,983 122,550 2,477,183

## 14 Creditors: amounts falling due within one year

	2007	2006
Trade creditors	£ 515,130	£ 539,818
Amounts owed to group undertakings	808,802	87,848
Other taxation and social security	136,483	41,799
Amounts due under hire purchase agreements	575,610	306,744
Other creditors	127,498	86,406
Accruals and deferred income	38,084	75,978
	2,201,607	1,138,593

There is a fixed charge over book debts and a floating charge over all other assets

## 15 Creditors: amounts falling due after more than one year

	2007	2006
	£	£
Amounts due under hire purchase agreements	1,469,556	957,390

## 16 Commitments under hire purchase agreements

Future commitments under hire purchase agreements net of future finance lease charges are as follows

	2007	2006
	£	£
Amounts payable within 1 year	575,610	306,744
Amounts payable between 1 and 2 years	528,608	301,408
Amounts payable between 3 and 5 years	940,948	655,982
	2,045,166	1,264,134

## 17 Deferred taxation

The movement in the deferred taxation provision during the year was

	2007	2006
	£	£
Provision brought forward	136,719	25,510
Profit and loss account movement arising during the year	13,978	111,209
Provision carried forward	150,697	136,719

The provision for deferred taxation consists of the tax effect of timing differences in respect of

	2007	2006
	£	£
Excess of taxation allowances over depreciation on fixed assets	257,002	210,257
Other timing differences	(106,305)	(73,538)
	150,697	136,719

## 18 Other provisions

	2007
	£
Tyres buy back provision:	
At 1 January 2007 and 31 December 2007	109,300
•	

## 19 Commitments under operating leases

At 31 December 2007 the company had annual commitments under non-cancellable operating leases as set out below

	2007		2006	
	Land &	Other	Land &	Other
	Buildings	Items	Buildings	Items
	£	£	£	£
Operating leases which expire				
Within 2 to 5 years	91,850	119,443	-	104,532
After more than 5 years	-	41,673	91,850	56,585
	91,850	161,116	91,850	161,117

## 20 Related party transactions

The company is a 100% subsidiary of Groupe Samat SA, incorporated in France The company has taken advantage of the exemption under FRS8 not to disclose transactions with other group companies

## 21 Share capital

Authorised share capital

			2007 £	2006 L
500,000 Ordinary shares of £1 each			500,000	500,000
Allotted, called up and fully paid				
	2007		2006	
	No	£	No	£
Ordinary shares of £1 each	500,000	500,000	500,000	500,000

### 22 Share premium account

There was no movement on the share premium account during the financial year

## 23 Profit and loss account

Balance brought forward Profit for the financial year Balance carried forward	2007 £ 1,893,999 25,516 1,919,515	2006 £ 1,649,763 244,236 1,893,999
24 Reconciliation of movements in shareholders' funds		
	2007	2006
Profit for the financial year	£ 25,516	£ 244,236
Opening shareholders' funds	2,594,001	2,349,765
Closing shareholders' funds	2,619,517	2,594,001
25 Notes to the statement of cash flows		
Reconciliation of operating profit to net cash inflow/(outflow) from operating activities		
	2007	2006
On annual marks //leas)	£ 6,667	£ (232,269)
Operating profit/(loss)  Depreciation	530,351	388,407
Loss on disposal of fixed assets	- -	23,474
Decrease in stocks Increase in debtors	5,722 (867,492)	9,317 (692,538)
Increase in creditors	743,988	13,114
Increase in provisions	-	58,900
Net cash inflow/(outflow) from operating activities	419,236	(431,595)
Returns on investments and servicing of finance		
	2007	2006
	£	£
Interest received Interest element of hire purchase	76,658 (142,234)	52,353 (28,122)
Net cash (outflow)/inflow from returns on investments and servicing of		
finance	(65,576)	24,231
Taxation		
	2007	2006
	£	£
Taxation	_	1,409

## 25 Notes to the statement of cash flows (continued)

## **Capital expenditure**

		2007	2006
Payments to acquire tangible fixed assets Receipts from sale of fixed assets		£ (1,249,876) 186,832	
Net cash outflow from capital expenditure		(1,063,044)	(346,270)
Aquisitions and disposals			
		2007	2006
Disposal of shares in group undertakings		£	£ 901
Net cash inflow from acquisitions and disposals			901
Financing			
		2007	2006
Capital element of hire purchase		£ 781,032	£ 663,648
Net cash inflow from financing		781,032	663,648
Reconciliation of net cash flow to movement in net	debt		
		2007	2006
Increase/(decrease) in cash in the period		£ 71,648	£ (87,676)
Cash outflow in respect of hire purchase		(781,032)	(663,648)
		(709,384)	<u>`</u> '
Change in net debt		(709,384)	, ,
Net debt at 1 January 2007		(1,137,605)	<u> </u>
Net debt at 31 December 2007		(1,846,989)	(1,137,605)
Analysis of changes in net debt	At		At
	1 Jan 2007 £	Cash flows	31 Dec 2007 £
Net cash Cash in hand and at bank	126,529	71,648	198,177
Debt Hire purchase agreements	(1,264,134)	(781,032)	(2,045,166)
Net debt	(1,137,605)	(709,384)	(1,846,989)

## 26 Ultimate parent company

The directors consider the ultimate controlling parent to be Groupe Samat SA, a company incorporated in France