

Company Registration No. 01966114 (England and Wales)

B T Q LIMITED
CONSOLIDATED ANNUAL REPORT
AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 DECEMBER 2019

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B T Q LIMITED

COMPANY INFORMATION

Directors	A D Dorrell I P Mitchell C I Dorrell A C James
Secretary	D Thompson
Company number	01966114
Registered office	Wathen Street Staple Hill Bristol BS16 5LL
Auditor	RSM UK Audit LLP Hartwell House 55-61 Victoria Street Bristol BS1 6AD
Bankers	HSBC UK Bank plc 62 George White Street Cabot Circus Bristol BS1 3BA

B T Q LIMITED

GROUP STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2019

The directors present the group strategic report and consolidated financial statements for the year ended 31 December 2019.

Review of the business

Demand for the UK companies' products and services continued to grow during the year with a good spread of UK and overseas customers. External sales of the UK operations were up 11.8%, with a strong performance in the domestic market particularly.

As further detailed in Note 16, a portion of the group's subsidiary Topps Safety Apparel, Inc. was sold to an unrelated third party on 31 December 2019. The remaining assets of Topps Safety Apparel, Inc are being liquidated. The group's subsidiary Quaker Safety Products Corporation continues to operate independently.

This has resulted in overall group turnover being up by 10.0% and operating profit up by 15.9% with a return on sales (profit before taxation as a percentage of sales) of 6.5% (2018 – 7.3%)

Overall activity increased further in 2019 as the UK Collaborative Contract continued to be rolled out to more Fire and Rescue Services than originally envisaged. This has resulted in a build-up of stock into fixed assets for lease, backed by a flexible bespoke bank facility.

The UK companies and US companies run independently, but both regularly track Sales Opportunities, Order Load, Sales, Overdues, Accounts Contribution, Overhead Variances to Budget, Net Profit, Cash Generation, Debtor Days, Stock Levels and Quality.

During 2019 significant international orders were secured in the Fire Market after successful tender activity. This, together with the long-term contract revenues in the UK, will provide further growth in 2020 and beyond.

Future developments

With significant sign-up to the framework contract amongst UK fire brigades, there is a good mix of Fully Managed Service contracts, each of eight years duration, and direct sale business over the coming years. As a result, the UK group expanded its operations and production capacity, which was completed in 2019.

The directors are confident that the prospects for future trading remain good. Results for the first half of the year exceed the budget. Further out, we are pursuing a good spread of national and international opportunities.

Principal risks and uncertainties and matters of strategic importance

The Board of B T Q Limited, via the boards of the group's operating companies, considers the principal risks of the business to be as follows:

Market conditions

Close working relations are maintained with both the group's supply chain and customers in order to monitor market and technology changes. The directors continually monitor competitor products and services in addition to related markets. The Board believes that the geographical spread and quantity of the group's customers reduces its risk of dependence in the market place. Whilst the group recognises that the current global economic climate is impacting on public sector decision making with regards to expenditure on the group's products, the Board believes this to be mitigated by the nature of its contracts. The group purchases some materials, subcontracts some manufacturing and sells some products to the European Union, many of which are denominated in Euros. Equally the group also has a globally diverse customer base extending outside the European Union. The Board therefore believes that Brexit will present both risks and opportunities and is keeping a watching brief on developments.

Fixed Assets

Authority limits set by the Board are in place for the purchase of fixed assets, combined with appropriate security arrangements and insurance cover.

Debtors and Credit Risk

The principal credit risk arises from trade debtors. Credit limits and credit terms are set for customers based on a combination of payment history and third-party credit references. In order to mitigate overseas debtor risk a suitable insurance policy is used where appropriate. Credit limits are regularly reviewed in conjunction with debt ageing and collection history. The directors regard the scale, spread and type of customers as being a safeguard against the risk of default. Stringent credit control procedures are in place at order entry and dispatch stages.

B T Q LIMITED

GROUP STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

Stocks

Authorisation limits are in place for the purchase of materials together with appropriate minimum and maximum order levels. All categories of stock are monitored in relation to market and technology changes and customers' requirements. Ageing of stock is closely analysed and due allowance provided for obsolete and slow-moving items. Insurance cover is maintained for stocks. When appropriate, the group enters into arrangements to make future purchases of stock at an agreed price.

Exchange Rates

Currency exposure is analysed and monitored at least monthly by the Board of each operating company. Appropriate forward contracts are placed to minimise the effect of exchange rate movements.

COVID-19

At the date of approval of these financial statements the COVID-19 outbreak has given rise to additional risks and uncertainties. The directors have considered these risks and uncertainties and have taken steps to minimise the associated impact. These include forecast revenue and cash flow projections, a review of government-backed reliefs, and a review of business continuity plans. Regular communications have been made to staff and the company's stakeholders to minimise disruption.

Section 172 (1) statement

Principal Decision Making and Stakeholders

The directors consider that strategic decisions are taken by the Board with due regard to the long-term viability and sustainability of the group incorporating the interests of all stakeholders, specifically those of shareholders, customers, suppliers, employees and the wider public affected by the group's operations.

Actions taken by the group to mitigate the principal risks and uncertainties outlined in this Strategic Report are considered at each operating company level in line with this wider view of long-term sustainability. Each operating company engages with key customers and suppliers in regular review meetings and engages the workforce through continued formal and informal dialogue, as outlined in the Directors' Report, to ensure that the interests of these stakeholders are as closely aligned to the company as possible.

Capital Allocation and Dividend Policy

The directors regularly review the allocation of its capital including investment in working capital and skills training in order to fulfil obligations to its customers and develop the workforce, capital expenditure for fixed assets to support the longer-term development of the group and development of new products. Shareholder distributions via dividends are considered on the basis of previous company performance and the prevailing longer-term conditions.

Culture

The directors consider that the values and attitudes of the group and its employees is of paramount importance. All operating companies are engaged in the manufacture and provision of safety clothing for people at work and in this regard a high standard of professional behaviour is engendered in induction and training of employees. The group demonstrates its commitment to responsible behaviour through membership, engagement and involvement in and with international product standards, environmental, quality and safety organisations.

By order of the Board


I P Mitchell
Director

Date: 11/8/20

B T Q LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2019

The directors present their annual report and consolidated financial statements for the year ended 31 December 2019.

Principal activities

The group's principal activities during the year continued to be the design, manufacture, supply and care of garments and equipment for people at work. The principal activity of the company remains that of the holding company for the group. The directors consider the results for the year to be satisfactory.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

A D Dorrell
I P Mitchell
C I Dorrell
A C James

Results and dividends

The profit for the year, after taxation, amounted to £1,898,000 (2018 – £1,937,000). The directors recommended dividends of £290,000 (2018 – £236,000) during the year. Details of proposed dividends are disclosed in Note 12.

Disabled persons

The group will employ disabled persons when they appear to be suitable for a particular vacancy and every effort is made to ensure that they are given full and fair consideration when such vacancies arise.

Employee involvement

The group encourages feedback from employees on all matters of operation and management in the running of the business.

Qualifying third-party indemnity provisions

The group has made qualifying third-party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

Events after the reporting date

In early 2020 the world economy began to be affected by the COVID-19 (Coronavirus) outbreak. See note 35.

Matters set out in the strategic report

As permitted by s414C(11) of the Companies Act 2006, the group has chosen to set out in the strategic report information required by Sch.7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 to be included in the directors' report. It has done so in respect of financial risk management objectives and policies and future developments.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

By order of the Board


I P Mitchell
Director

Date: 11/8/20

B T Q LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2019

The directors are responsible for preparing the Strategic Report and 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 Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company, and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

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

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

B T Q LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF B T Q LIMITED

Opinion

We have audited the financial statements of B T Q Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2019 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Company Statements of Financial Position, the Consolidated Statement of Changes in Equity, the Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2019 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and parent 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 other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

B T Q LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF B T Q LIMITED

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and the directors' report.

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

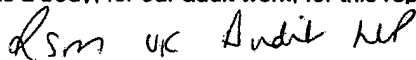
Auditor's responsibilities for the audit of the financial statements

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

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

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed



Kathryn Reid (Senior Statutory Auditor)
for and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
Hartwell House
55 – 61 Victoria Street
Bristol
BS1 6AD

Date: 11 August 2020

B T Q LIMITED**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME****FOR THE YEAR ENDED 31 DECEMBER 2019**

	Notes	2019 £'000	2018 £'000
Turnover	3	36,845	33,501
Operating costs	4	(33,560)	(30,678)
Share of profits distributed to employees	7	(373)	(310)
Operating profit	4, 5	2,912	2,513
Interest receivable and similar income	9	12	6
Interest payable and similar expenses	10	(543)	(85)
Profit before taxation		2,381	2,434
Taxation	11	(483)	(497)
Profit for the financial year		1,898	1,937
Other comprehensive income			
Currency translation differences		(192)	425
Total comprehensive income for the year		1,706	2,362

Total comprehensive income for the year is fully attributable to the owners of the parent company.

The income statement has been prepared on the basis that all operations are continuing operations.

B T Q LIMITED

Company Registration No. 01966114

CONSOLIDATED STATEMENT OF FINANCIAL POSITION**AS AT 31 DECEMBER 2019**

	Notes	2019 £'000	2019 £'000	2018 £'000	2018 £'000
Fixed assets					
Goodwill	13		4		5
Other intangible assets	13		113		143
Total intangible assets			117		148
Tangible assets	14		29,854		15,111
			29,971		15,259
Current assets					
Stocks	17	15,165		17,622	
Debtors	18	5,448		4,624	
Cash at bank and in hand		2,028		3,691	
		22,641		25,937	
Creditors: amounts falling due within one year	19	(10,779)		(7,918)	
Net current assets			11,862		18,019
Total assets less current liabilities			41,833		33,278
Creditors: amounts falling due after more than one year	20		(16,610)		(9,366)
Provisions for liabilities	23		(53)		(158)
Net assets			25,170		23,754
Capital and reserves					
Called up share capital	26		26		26
Share premium account	27		48		48
Capital redemption reserve	27		1		1
Capital reserve	27		226		226
Profit and loss reserves	27		24,869		23,453
Total equity			25,170		23,754

The financial statements were approved by the board of directors and authorised for issue on 11/8/2020 and are signed on its behalf by:


I P Mitchell
Director

B T Q LIMITED

Company Registration No. 01966114

COMPANY STATEMENT OF FINANCIAL POSITION**AS AT 31 DECEMBER 2019**

	Notes	2019 £'000	2019 £'000	2018 £'000	2018 £'000
Fixed assets					
Investments	15		8,930		8,930
Current assets					
Debtors	18	2,299		2,080	
Cash at bank and in hand		287		120	
		<u>2,586</u>		<u>2,200</u>	
Creditors: amounts falling due within one year	19	<u>(1,279)</u>		<u>(1,273)</u>	
Net current assets			1,307		927
Total assets less current liabilities			<u>10,237</u>		<u>9,857</u>
Net assets			<u>10,237</u>		<u>9,857</u>
Capital and reserves					
Called up share capital	26		26		26
Share premium account	27		48		48
Capital redemption reserve	27		1		1
Profit and loss reserves	27		10,162		9,782
Total equity			<u>10,237</u>		<u>9,857</u>

As permitted by s408 Companies Act 2006, the company has not presented its own statement of comprehensive income and related notes. The company's profit for the year was £670,000 (2018 - £1,115,000).

The financial statements were approved by the board of directors and authorised for issue on 11/8/2020 and are signed on its behalf by:


I P Mitchell
Director

B T Q LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	Share capital £'000	Share premium account £'000	Capital redemption reserve £'000	Capital reserve £'000	Profit and loss reserves £'000	Total £'000
Balance at 1 January 2018		26	48	1	226	21,327	21,628
Year ended 31 December 2018							
Profit for the year		-	-	-	-	1,937	1,937
Other comprehensive income:							
Currency translation differences on overseas subsidiaries		-	-	-	-	425	425
Dividends	12	-	-	-	-	(236)	(236)
Total comprehensive income for the year		-	-	-	-	2,126	2,126
Balance at 31 December 2018		26	48	1	226	23,453	23,754
Year ended 31 December 2019							
Profit for the year		-	-	-	-	1,898	1,898
Other comprehensive income:							
Currency translation differences on overseas subsidiaries		-	-	-	-	(192)	(192)
Dividends	12	-	-	-	-	(290)	(290)
Total comprehensive income for the year		-	-	-	-	1,416	1,416
Balance at 31 December 2019		26	48	1	226	24,869	25,170

B T Q LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	Share capital £'000	Share premium account £'000	Capital redemption reserve £'000	Profit and loss reserves £'000	Total £'000
Balance at 1 January 2018		26	48	1	8,903	8,978
Year ended 31 December 2018						
Profit and total comprehensive income for the year		-	-	-	1,115	1,115
Dividends	12	-	-	-	(236)	(236)
Balance at 31 December 2018		26	48	1	9,782	9,857
Year ended 31 December 2019						
Profit and total comprehensive income for the year		-	-	-	670	670
Dividends	12	-	-	-	(290)	(290)
Balance at 31 December 2019		26	48	1	10,162	10,237

B T Q LIMITED**CONSOLIDATED STATEMENT OF CASH FLOWS****FOR THE YEAR ENDED 31 DECEMBER 2019**

	Notes	2019 £'000	2019 £'000	2018 £'000	2018 £'000
Cash flows from operating activities					
Cash generated from/(used in) operations	28		9,263		(662)
Interest paid			(543)		(85)
Income taxes paid			(252)		(254)
Net cash inflow/(outflow) from operating activities			8,468		(1,001)
Investing activities					
Purchase of intangible assets		(33)		(42)	
Purchase of tangible fixed assets		(19,280)		(12,879)	
Proceeds on disposal of tangible fixed assets		2		65	
Interest received		12		6	
Net cash used in investing activities			(19,299)		(12,850)
Financing activities					
Increase in bank loans		9,753		8,929	
(Repayment of)/increase in non-recourse financing		(266)		1,524	
Increase in finance leases		8		—	
Dividends paid to equity shareholders		(290)		(236)	
Net cash inflow from financing activities			9,205		10,217
Net decrease in cash and cash equivalents			(1,626)		(3,634)
Cash and cash equivalents at beginning of year			3,691		7,225
Effect of foreign exchange rates			(37)		100
Cash and cash equivalents at end of year			2,028		3,691
Relating to:					
Cash at bank and in hand			2,028		3,691

B T Q LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

Company information

B T Q Limited ('the company') is a limited company domiciled and incorporated by shares in England and Wales. The registered office and principal place of business is Wathen Street, Staple Hill, Bristol, BS16 5LL.

The group consists of B T Q Limited and all its subsidiaries (see note 15). The principal activities of the company and its subsidiaries are disclosed in the Directors' Report.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006, including the provisions of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest whole £1,000, except where otherwise indicated.

The financial statements have been prepared on the historical cost convention. The principal accounting policies adopted are set out below.

Reduced disclosures

The company is a qualifying entity under the FRS 102 Reduced Disclosure Framework and has taken advantage of the exemptions from the following disclosure requirements in respect of its individual financial statements:

- Section 7 'Statement of Cash Flows' - Presentation of a Statement of Cash Flow and related notes and disclosures.
- Section 33 'Related Party Disclosures' - Compensation for key management personnel.

Basis of consolidation

The consolidated financial statements incorporate those of B T Q Limited and all its subsidiaries (i.e. entities that the group controls through its power to govern the financial and operating policies so as to obtain economic benefits). Subsidiaries acquired during the year are consolidated using the purchase method. All financial statements are made up to 31 December each year.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

Provisional fair values recognised for business combinations in previous periods are adjusted retrospectively for final fair values determined in the 12 months following the acquisition date.

B T Q LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies (continued)

Going concern

These financial statements have been prepared on a going concern basis on the grounds that the directors consider that the group holds sufficient cash reserves to provide significant headroom to offset any cashflow uncertainties and, therefore, the group will be able to continue to meet its debts as they fall due.

In order to assess the going concern assumptions, the directors have considered detailed trading and cashflow projections for a period of at least 12 months from the date of approval of these financial statements, taking account of the ongoing COVID-19 situation and the uncertainty this presents in drawing their conclusions.

In making this assessment the directors have considered the ongoing COVID-19 situation, as well as the ongoing Brexit negotiations, and any uncertainty these present in forecasting revenue. Due to the fact that a large proportion of the group's revenue is derived from long-term fixed contracts with UK Local Authorities, the directors believe that this income, and the collection of these debtors, provides a strong basis for future forecasts. Additionally, consideration has been given to monthly cashflows when sensitising cash collection for any potential downturn as a result of the impact of COVID-19 on the group's direct customers.

The directors have and will continue to make use as necessary of available government reliefs offered in response to the economic impact of COVID-19, specifically the job retention scheme, with the positive cashflow impacts these have being considered in their 12-month projections.

As of December 2019, the group was funded from a mixture of available cash reserves and a contract-specific facilities loan with HSBC for assets leased to customers on long term contracts. Each loan is drawn down on commencement of each individual contract and repayable in equal instalments over 6 years. Each customer contract term is 8 years.

The directors are confident that the steps they have taken to mitigate associated risk, in tandem with future plans for the group as set out in the Strategic Report will ensure the group is well positioned to continue to trade throughout the current uncertain economic environment. They have therefore concluded that there is no material uncertainty about the ability of the group to continue as a going concern and that it remains appropriate to prepare the financial statements on a going concern basis.

Turnover

The turnover shown in the statement of comprehensive income represents amounts invoiced for goods and services during the year, exclusive of Value Added Tax, as adjusted for deferred income at the year-end where invoicing is in advance of the supply of goods and services.

Intangible fixed assets – goodwill

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities. It is amortised to profit or loss over its estimated economic life.

Positive goodwill arising on acquisitions is capitalised, classified as an asset on the balance sheet and amortised on a straight line basis over its useful economic life of between 10 and 20 years. It is reviewed for impairment at the end of the first full financial year following the acquisition and in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

If a subsidiary, associate or business is subsequently sold or closed, any goodwill arising on acquisition that was written off directly to reserves or that has not been amortised through the profit and loss account is taken into account in determining the profit or loss on sale or closure.

B T Q LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies (continued)

Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date if the fair value can be measured reliably.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Goodwill	10-20 years straight line
Software	3-7 years straight line
Brand name	10 years straight line
Customer relationships	10 years straight line

Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Freehold land	Not depreciated
Freehold buildings	40-50 years straight line
Plant, equipment and vehicles	3-10 years straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the income statement.

Impairment of fixed assets

At each reporting end date, the group reviews the carrying amounts of its tangible and intangible 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). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that the asset may be impaired.

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 (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) 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 (or cash-generating unit) prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried in at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

B T Q LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies (continued)

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost includes all costs incurred in bringing each product to its present location and condition, as follows:

Raw materials, consumables and goods for resale	Purchase cost on a first-in, first-out basis
Work in progress and finished goods	Cost of direct materials and labour plus attributable overheads based on a normal level of activity.

Net realisable value is based on estimated selling price less any further costs expected to be incurred to completion and disposal.

Investments

Investments in subsidiary undertakings are recorded at cost. This is assessed for impairment should any indicators of impairment be identified by the directors.

Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial assets are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets are classified into specified categories. The classification depends on the nature and purpose of the financial assets and is determined at the time of recognition.

Basic financial assets

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Other financial assets classified as fair value through or are measured at fair value.

Loans and receivables

Trade debtors, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

B T Q LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies (continued)

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the group transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third-party.

Classification of financial liabilities

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 group after deducting all of its liabilities.

Basic financial liabilities are initially measured at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Other financial liabilities classified as fair value through or are measured at fair value.

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the net carrying amount on initial recognition.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the group's obligations are discharged, cancelled, or they expire.

Equity instruments

Equity instruments issued by the group are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the group.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable. Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity. Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax

Current tax is based on taxable profit for the year. Taxable profit differs from total comprehensive income because it excludes items of income or expense that are taxable or deductible in other periods. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting period.

B T Q LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies (continued)

Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and in the tax computation. Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing difference can be deducted.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse. Deferred tax assets and liabilities are not discounted.

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets. The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received. Termination benefits are recognised immediately as an expense when the group is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

Retirement benefits

The group operates a defined contribution pension scheme, covering certain of its permanent employees. The scheme funds are administered by trustees and are independent of the group's finances. The group's contributions are charged against profits in the year in which contributions are made.

Leases

Any leased assets are initially recorded at cost as a fixed asset and are written off over the period of the lease. The income generated from these assets is recognised in profit or loss, evenly over the period of the lease.

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessees. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets at the lower of the assets fair value at the date of inception and the present value of the minimum lease payments. The related liability is included in the statement of financial position as a finance lease obligation. Lease payments are treated as consisting of capital and interest elements. The interest is charged to profit or loss so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Foreign exchange

Transactions in currencies other than the functional currency (foreign currency) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date or the transaction, or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

B T Q LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

2 Judgements and key sources of estimation uncertainty

In the application of the group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods. The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

Key sources of estimation uncertainty

Depreciation of equipment held under lease

The directors make an estimate of the depreciation that should be charged on equipment leased to customers, on the basis of the expected cost of issuing replacement equipment under the terms of the underlying contractual arrangements. This is quantified in note 14.

3 Turnover and other revenue

An analysis of the group's turnover is as follows:

	2019	2018
	£'000	£'000
Turnover analysed by geographical market		
United Kingdom	22,908	19,849
Rest of the World	13,937	13,652
	<hr/>	<hr/>
	36,845	33,501
	<hr/>	<hr/>

During the year the group received £6,641,000 (2018 - £4,985,000) of income relating to assets leased under operating leases. An analysis of turnover by class of business has not been given as in the opinion of the directors such disclosure would be seriously prejudicial to the interests of the group.

B T Q LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

4 Operating costs

Operating costs as disclosed in the statement of comprehensive income can be further analysed as follows:

	2019 £'000	2018 £'000
Turnover	36,845	33,501
Cost of sales	(22,240)	(22,867)
Gross profit	14,605	10,634
Distribution costs	(1,156)	(980)
Administrative expenses	(10,164)	(6,831)
Share of profits distributed to employees	(373)	(310)
Operating profit	2,912	2,513

5 Operating profit

	2019 £'000	2018 £'000
Operating profit for the year is stated after charging/(crediting):		
Exchange (gains)/losses	(374)	70
Depreciation of owned tangible fixed assets	4,450	1,814
Depreciation of tangible fixed assets held under finance leases	2	—
Gain on disposal of tangible fixed assets	(2)	(18)
Operating lease charges	671	536
Amortisation of intangible assets	64	64

B T Q LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

6 Auditor's remuneration

	2019 £'000	2018 £'000
For audit services		
Fees paid to group auditor and affiliates for the audit of the parent company's annual accounts	9	9
Audit of the accounts of subsidiaries	47	60
	<u>56</u>	<u>69</u>
For other services		
Taxation compliance services	21	20
All other non-audit services	14	13
	<u>35</u>	<u>33</u>
For services in respect of associated pension schemes		
Overseas pension scheme audit	9	10
	<u>9</u>	<u>10</u>

7 Employees

The average monthly number of persons (including directors) employed by the group during the year was:

	Group 2019 Number	Group 2018 Number	Company 2019 Number	Company 2018 Number
Production staff	261	253	–	–
Sales and administration staff	47	48	4	4
	<u>308</u>	<u>301</u>	<u>4</u>	<u>4</u>

Their aggregate remuneration comprised:

	Group 2019 £'000	Group 2018 £'000	Company 2019 £'000	Company 2018 £'000
Wages and salaries	7,649	6,920	109	101
Social security costs	789	709	12	11
Pension costs	270	226	–	–
Share of profits distributed to employees	373	308	–	–
	<u>9,081</u>	<u>8,163</u>	<u>121</u>	<u>112</u>

B T Q LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2019****8 Directors' remuneration**

	2019 £'000	2018 £'000
Remuneration for qualifying services	438	417
Employer's national insurance contributions	38	36
	<u>476</u>	<u>453</u>

No directors accrued retirement benefits under defined contribution schemes in the current or previous year. Remuneration disclosed above includes the following amounts paid to the highest paid director:

	2019 £'000	2018 £'000
Remuneration for qualifying services	<u>240</u>	<u>229</u>

9 Interest receivable and similar income

	2019 £'000	2018 £'000
Interest income		
Interest on bank deposits	<u>12</u>	<u>6</u>

10 Interest payable and similar expenses

	2019 £'000	2018 £'000
Interest on financial liabilities measured at amortised cost:		
Interest on bank overdrafts and loans	<u>543</u>	<u>85</u>

B T Q LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2019****11 Taxation**

	2019 £'000	2018 £'000
Current tax		
UK corporation tax on profits for the current period	661	188
Adjustments in respect of prior periods	—	(2)
	<hr/>	<hr/>
Total UK current tax	661	186
Foreign current tax on profits for the current period	91	47
	<hr/>	<hr/>
Total current tax	752	233
	<hr/>	<hr/>
Deferred tax		
Origination and reversal of timing differences	(269)	263
Adjustments in respect of prior periods	—	1
	<hr/>	<hr/>
Total deferred tax	(269)	264
	<hr/>	<hr/>
Total tax charge	483	497
	<hr/>	<hr/>

The charge for the year can be reconciled to the profit per the statement of comprehensive income as follows:

	2019 £'000	2018 £'000
Profit before taxation	2,381	2,434
	<hr/>	<hr/>
Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2018 – 19.00%)	453	463
Expenses not deductible for tax purposes	2	2
Adjustments in respect of prior years	—	(2)
Effect of overseas tax rates	16	35
Fixed asset differences	(4)	12
Adjust deferred tax to reconciliation rate	12	(13)
Timing differences not recognised in the computation	4	—
	<hr/>	<hr/>
Tax charge for the year	483	497
	<hr/>	<hr/>

B T Q LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

12 Dividends

	2019 £'000	2018 £'000
Final paid in respect of the previous year	225	171
Interim paid in respect of the current year	65	65
	<u>290</u>	<u>236</u>

In addition to the dividends disclosed above, since the balance sheet date the directors have proposed final dividends in respect of the year ended 31 December 2019 of £178,080 (2018 - £159,000) on Ordinary shares and £83,200 (2018 - £65,600) on Ordinary A shares. These dividends are not recognised as a liability at the balance sheet date. At the date of approval of these financial statements, no interim dividend has yet been declared in respect of the year ended 31 December 2020.

13 Intangible fixed assets

Group	Goodwill £'000	Brand name £'000	Customer relationships £'000	Software £'000	Total £'000
Cost					
At 1 January 2019	1,247	37	46	487	1,817
Additions - external	—	—	—	33	33
Exchange adjustments	(25)	—	—	(7)	(32)
At 31 December 2019	<u>1,222</u>	<u>37</u>	<u>46</u>	<u>513</u>	<u>1,818</u>
Amortisation					
At 1 January 2019	1,242	15	16	396	1,669
Charge for the period	1	4	4	55	64
Exchange adjustments	(25)	—	—	(7)	(32)
At 31 December 2019	<u>1,218</u>	<u>19</u>	<u>20</u>	<u>444</u>	<u>1,701</u>
Carrying amount					
At 31 December 2019	<u>4</u>	<u>18</u>	<u>26</u>	<u>69</u>	<u>117</u>
At 31 December 2018	<u>5</u>	<u>22</u>	<u>30</u>	<u>91</u>	<u>148</u>

The amortisation of intangible assets is included within operating costs.

The company had no intangible fixed assets at 31 December 2019 or 31 December 2018.

B T Q LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

14 Tangible fixed assets

Group	Freehold land and buildings £'000	Leasehold improvements £'000	Plant, equipment & motor vehicles £'000	Total £'000
Cost				
At 1 January 2019	3,981	229	26,224	30,434
Additions	3	115	19,162	19,280
Disposals	—	—	(4,633)	(4,633)
Exchange adjustments	(123)	—	(56)	(179)
At 31 December 2019	3,861	344	40,697	44,902
Depreciation				
At 1 January 2019	1,185	38	14,100	15,323
Charge for the period	103	37	4,312	4,452
Eliminated in respect of disposals	—	—	(4,633)	(4,633)
Exchange adjustments	(40)	—	(54)	(94)
At 31 December 2019	1,248	75	13,725	15,048
Carrying amount				
At 31 December 2019	2,613	269	26,972	29,854
At 31 December 2018	2,796	191	12,124	15,111

The net carrying value of tangible fixed assets includes the following in respect of assets held under finance leases:

	2019 £'000	2018 £'000
Plant and equipment	7	—

Freehold land and buildings includes £678,000 (2018 - £678,000) in respect of land which is not depreciated.

Included in plant and equipment are assets available for lease with a cost of £37,649,000 (2018 - £22,354,000) and net book value of £26,687,000 (2018 - £11,845,000).

The company had no tangible fixed assets at 31 December 2019 or 31 December 2018.

BTQ LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

15 Fixed asset investments

	Group 2019 £'000	Group 2018 £'000	Company 2019 £'000	Company 2018 £'000
Investments in subsidiaries	–	–	8,930	8,930

Company name	Country	Holding	Type	Business
BTQ Holdings Limited	England & Wales	100.00%	Ordinary	Dormant
Bristol Managed Services Limited	England & Wales	100.00%	Ordinary	Managed services
Bristol Uniforms Limited	England & Wales	100.00%	Ordinary	Garment supply
Bell Apparel Limited	England & Wales	100.00%	Ordinary	Garment supply
Bufire Overseas Limited *	England & Wales	100.00%	Ordinary	Dormant
Bristol Care Ltd *	England & Wales	100.00%	Ordinary	Dormant
BTQ Inc	Kentucky, USA	100.00%	Common	Holding company
Topps Safety Apparel Inc **	Kentucky, USA	100.00%	Common	Garment supply
Bristol Fire Apparel Inc **	Indiana, USA	100.00%	Common	Garment supply
Quaker Safety Products Corporation **	Pennsylvania, USA	100.00%	Common	Garment supply

*Held by Bristol Uniforms Limited

**Held by BTQ Inc

The registered office of the UK companies is Wathen Street, Staple Hill, Bristol, BS16 5LL. The registered office of BTQ Inc, Topps Safety Apparel Inc and Bristol Fire Apparel Inc is 2516 E. State Road 14, PO Box 750, Rochester, Indiana 46975 USA. The registered office of Quaker Safety Products Corporation is 1121 Richland Commerce Drive, Suite A, Quakertown, PA 18951-2518 USA.

16 Topps Safety Apparel, Inc

On 31 December 2019, the group's US subsidiary Topps Safety Apparel, Inc. ('Topps') entered into an asset purchase agreement with an unrelated third party to sell certain stocks and debtors for approximately \$1,290,000 with \$100,000 of the total proceeds held in escrow. In addition, the agreement includes a provision for Topps to earn additional proceeds, capped at \$200,000, based on the amount of net units sold in a twelve month period following the date of the sale. The amount of additional proceeds is prorated based on the attainment of units sold at more than 80% of a targeted amount for the twelve month period, as defined by the agreement. As this is a contingent gain, Topps has not recorded any additional proceeds for this earn-out provision at 31 December 2019.

At the conclusion of the escrow period, as defined in the escrow agreement, Topps is entitled to receipt of any residual escrow funds remaining after all indemnified obligations have been paid. Topps does not anticipate any indemnified liabilities arising. The financial statements include the operations of the business through the date of sale.

Management has a contract manufacturing agreement with the buyer to produce certain products through to 30 April 2020. At that time, management then plans to liquidate remaining assets and liabilities.

Topps received proceeds from the sale in January 2020; therefore, a debtor of \$1,290,000 is included in the statement of financial position at 31 December 2019.

B T Q LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2019****17 Stocks**

	Group 2019 £'000	Group 2018 £'000	Company 2019 £'000	Company 2018 £'000
Raw materials and consumables	6,318	8,575	–	–
Work in progress	2,740	5,032	–	–
Finished goods	6,096	4,001	–	–
Demonstration stock	11	14	–	–
	<u>15,165</u>	<u>17,622</u>	<u>–</u>	<u>–</u>

The difference between purchase price or production cost of stocks and their replacement cost is not considered material.

18 Debtors

	Group 2019 £'000	Group 2018 £'000	Company 2019 £'000	Company 2018 £'000
Amounts falling due within one year:				
Trade debtors	3,314	3,729	–	–
Amounts due from group undertakings	–	–	2,276	2,080
Other debtors	1,288	211	–	–
Prepayments and accrued income	487	489	23	–
Deferred tax asset (see note 24)	359	195	–	–
	<u>5,448</u>	<u>4,624</u>	<u>2,299</u>	<u>2,080</u>

There are no fixed repayment terms associated with the amount due from group undertakings, and the directors consider that the majority of this balance will be recovered in more than one year.

B T Q LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2019****19 Creditors: falling due within one year**

	Group 2019 £'000	Group 2018 £'000	Company 2019 £'000	Company 2018 £'000
Bank loans (see note 21)	3,393	1,144	–	–
Obligations under finance leases (note 22)	2	–	–	–
Trade creditors	4,754	4,393	–	–
Amounts due to group undertakings	–	–	1,257	1,257
Corporation tax payable	568	68	6	–
Other taxation and social security	218	253	–	–
Other creditors	463	422	–	–
Accruals and deferred income	1,381	1,638	16	16
	<u>10,779</u>	<u>7,918</u>	<u>1,279</u>	<u>1,273</u>

Bank loans are secured by a fixed and floating charge dated 8 June 2018 over the assets of the group.

A US subsidiary has a line of credit of US\$0.5m (2018 – US\$0.5m) available to it which incurs an interest charge at the floating bank prime rate. No borrowings had been made against this line of credit at 31 December 2019 (2018 – US\$nil). Borrowings are secured against that company's assets.

20 Creditors: falling due after more than one year

	Group 2019 £'000	Group 2018 £'000	Company 2019 £'000	Company 2018 £'000
Bank loans (see note 21)	15,346	7,842	–	–
Obligations under finance leases (note 22)	6	–	–	–
Other creditors	1,258	1,524	–	–
	<u>16,610</u>	<u>9,366</u>	<u>–</u>	<u>–</u>

Other creditors falling due within one year and after more than one year include non-recourse financing arrangements. Further details are given in note 21.

B T Q LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

21 Borrowings

	Group 2019 £'000	Group 2018 £'000	Company 2019 £'000	Company 2018 £'000
Bank loans	18,739	8,986	–	–
Non-recourse financing arrangements	1,539	1,805	–	–
	<u>20,278</u>	<u>10,791</u>	<u>–</u>	<u>–</u>

Bank loans

	Group 2019 £'000	Group 2018 £'000	Company 2019 £'000	Company 2018 £'000
Payable within one year	3,393	1,144	–	–
Payable after one year	15,346	7,842	–	–
	<u>18,739</u>	<u>8,986</u>	<u>–</u>	<u>–</u>

Bank loans comprise asset loans relating to equipment provided under certain contracts held by the group. The loans were drawn down on commencement of each individual contract and are repayable in equal monthly instalments over six year terms. The loans bear interest at annual rates of between 3.6% - 4.0% and are secured by a debenture dated 24 July 2018 giving fixed and floating charges over the company's assets.

The amount due for repayment after more than five years is £1,096,000 (2018 - £1,650,000).

Non-recourse financing arrangements

Other creditors due within one year and after more than one year include balances due under non-recourse financing arrangements with commercial lenders in respect of sales contracts which are secured on the assets available for lease. The balances mature over the following periods:

	Group 2019 £'000	Group 2018 £'000	Company 2019 £'000	Company 2018 £'000
Due within one year	281	281	–	–
Due within two to five years	1,124	1,124	–	–
Due after more than five years	134	400	–	–
	<u>1,539</u>	<u>1,805</u>	<u>–</u>	<u>–</u>

B T Q LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

22 Finance lease obligations

	Group 2019 £'000	Group 2018 £'000	Company 2019 £'000	Company 2018 £'000
Future minimum lease payments due under finance leases:				
Less than one year	2	—	—	—
Between one and five years	6	—	—	—
	<u>8</u>	<u>—</u>	<u>—</u>	<u>—</u>

Finance lease payments represent rentals payable by the group for certain items of plant and machinery. Leases include purchase options at the end of the lease period, and no restrictions are placed on the use of the assets. Finance lease agreements are secured on the assets to which they relate. The average lease term is 5 years. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

23 Provisions for liabilities

	Group 2019 £'000	Group 2018 £'000	Company 2019 £'000	Company 2018 £'000
Deferred tax liabilities (see note 24)	53	158	—	—
	<u>53</u>	<u>158</u>	<u>—</u>	<u>—</u>

B T Q LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

24 Deferred taxation

Deferred tax assets and liabilities are offset where the group or company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	Group 2019 £'000	Group 2018 £'000
Balances		
Fixed asset timing differences	285	177
Short-term timing differences	20	18
Overseas short-term timing differences	1	(158)
	<u>306</u>	<u>37</u>
Presented as follows:		
Included in assets	359	195
Included in liabilities	(53)	(158)
	<u>306</u>	<u>37</u>

Deferred tax assets and liabilities are offset where the group has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	Group 2019 £'000	Group 2018 £'000
Movements in the year:		
Asset at start of year	37	308
Credit/(charge) to profit or loss	269	(264)
Adjustments in respect of prior periods	–	(1)
Exchange adjustments	–	(6)
	<u>306</u>	<u>37</u>
Asset at end of year	<u>306</u>	<u>37</u>

It is not possible to estimate reliably the extent to which the deferred tax assets and liabilities set out above are expected to reverse within the next twelve months.

The company has no deferred tax assets or liabilities.

B T Q LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

25 Retirement benefit schemes

The group operates two pension schemes. In the UK a defined contribution scheme is operated. The assets of the scheme are held separately from those of the group. The contributions to the scheme are charged to the statement of comprehensive income as they become payable. A US trading subsidiary operates an elective contribution plan, in which the subsidiary contributes an amount of 25% of the employees' contributions up to 5% of their compensation. The contributions to the scheme are charged to the statement of comprehensive income as they become payable.

26 Share capital

	Group and company 2019 £'000	Group and company 2018 £'000
Ordinary share capital		
Authorised, issued and fully paid		
25,440 (2018 – 25,440) Ordinary shares of £1 each	25	25
800 (2018 – 800) Ordinary A shares of £1 each	1	1
	<hr/>	<hr/>
	26	26
	<hr/>	<hr/>

The company's Ordinary shares, which carry no right to fixed income, each carry the right to one vote at general meetings of the company.

The company's Ordinary A shares, which carry no right to fixed income, each carry the right to one vote at general meetings of the company.

27 Reserves

Share premium

The share premium account reflects the consideration received for shares issued above their nominal value, net of transaction costs.

Capital redemption reserve

The capital redemption reserve reflects the nominal value of own shares which have been repurchased and subsequently cancelled.

Capital reserve

The capital reserve reflects the value of negative goodwill arising upon a historic business combination.

Profit and loss reserves

The profit and loss reserves reflect cumulative profits and losses net of distributions to shareholders.

B T Q LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2019****28 Cash generated from operations**

	2019	2018
	£'000	£'000
Profit for the year after tax	1,898	1,937
Adjustments for:		
Taxation charged	483	497
Finance costs	543	85
Investment income	(12)	(6)
Gain on disposal of tangible fixed assets	(2)	(18)
Amortisation and impairment of intangible assets	64	64
Depreciation and impairment of tangible fixed assets	4,452	1,814
Exchange differences	(70)	185
Movements in working capital:		
Decrease/(increase) in stocks	2,457	(7,905)
(Increase)/decrease in debtors	(660)	168
Increase in creditors	110	2,517
Cash generated from/(used in) operations	9,263	(662)

29 Analysis of changes in net debt – group

	1 January	Cash	Foreign	31 December
	2019	flows	exchange	2019
	£'000	£'000	£'000	£'000
Cash at bank and in hand	3,691	(1,626)	(37)	2,028
Borrowings excluding overdrafts	10,791	9,487	–	20,278
Obligations under finance leases	–	8	–	8
	14,482	7,869	(37)	22,314

B T Q LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

30 Financial commitments, guarantees and contingent liabilities

A US subsidiary has had two product liability lawsuits brought against it specifying an asbestos related liability. As the company has never manufactured any product containing asbestos, management believes these claims are without merit and therefore has not provided any sums with regard to these claims.

The US subsidiary has a product liability lawsuit brought against it specifying personal injuries caused by the defective manufacture of bunker pants. Management believes the claim is without merit and therefore has not provided any sums with regard to this claim.

The company is a member of a group VAT registration and is jointly and severally liable for the group VAT liability. The members of the VAT group are Bristol Uniforms Limited, Bristol Managed Services Limited and B T Q Limited. The year-end group VAT position was a recoverable balance of £193,000 (2018 - £101,000).

31 Commitments

Lessee

At the reporting end date the group had outstanding commitments for future minimum lease payments under non-cancellable operating lease, which fall due as follows:

	Group 2019 £'000	Group 2018 £'000	Company 2019 £'000	Company 2018 £'000
Amounts due:				
Within one year	650	608	-	-
Between two and five years	1,874	1,291	-	-
In over five years	1,314	1,035	-	-
	<u>3,838</u>	<u>2,934</u>	<u>-</u>	<u>-</u>

Lessor

The group receives lease income under managed services contracts relating to Personal Protective Equipment for firefighters. Lease terms are between three and ten years in length. At the reporting end date, the group had contracted with customers for the following minimum income under equipment leasing arrangements:

	Group 2019 £'000	Group 2018 £'000	Company 2019 £'000	Company 2018 £'000
Amounts receivable:				
Within one year	6,951	4,468	-	-
Between two and five years	27,060	14,162	-	-
In over five years	11,906	9,001	-	-
	<u>45,917</u>	<u>27,631</u>	<u>-</u>	<u>-</u>

Other commitments

The group enters into agreements whereby purchases of materials within a fixed period will be at a fixed price. The value of the outstanding, unprovided commitments at the year end was £4,554,000 (2018 - £10,354,000). Also at the year end there was a commitment of £7,000 (2018 - £37,000) to purchase machinery.

B T Q LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

32 Related party transactions

The directors consider key management personnel to be the directors. Remuneration is disclosed in Note 8. The group has taken advantage of the exemption under Section 33 of FRS 102 and has not reported details of transactions or balances between wholly-owned companies.

33 Directors' transactions

During the year dividends were paid to the following directors:

	2019	2018
	£'000	£'000
A D Dorrell	86	72
C I Dorrell	26	22
A C James	31	36
I P Mitchell	43	32
	<hr/>	<hr/>
	186	162
	<hr/>	<hr/>

34 Ultimate controlling party

In the opinion of the directors there is no ultimate controlling party.

35 Events after the reporting date

In early 2020 the world economy began to be affected by the COVID-19 outbreak. The outbreak spread across many countries and has led to the disruption of businesses and economic activity. The directors consider this outbreak to be a non-adjusting post balance sheet event and have made no adjustments to the carrying value of assets and liabilities reported at 31 December 2019.