Registration number: 2005619

# Bibby Supply Chain Services Limited

Annual Report and Consolidated Financial Statements

for the Year Ended 31 December 2016

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## **Company Information**

Directors Michael Peter Brown

Richard James Morson

Company secretary Bibby Bros. & Co.(Management) Limited

Registered office 105 Duke Street

Liverpool L1 5JQ

Solicitors Gordan Dadds LLP

26 Windsor Place

Cardiff CF10 3BZ

Bankers Lloyds Bank Commercial

Lisbon House Wellington Street

Leeds LS1 4LT

Auditors Deloitte LLP

Chartered Accountants and Statutory Auditor

Liverpool United Kingdom

## Strategic Report for the Year Ended 31 December 2016

The Directors present their strategic report for the year ended 31 December 2016.

#### Principal activity

The principal activity of the company is that of an intermediary holding company for Bibby Line Group Limited's logistics division. Bibby Supply Chain Services Limited "the Group" is a wholly-owned subsidiary of Bibby Line Group Limited.

On 21st December 2016 the Group sold Direct Workforce Limited a wholly owned subsidiary of the Group engaged in recuitment. The results from this operation have been disclosed as discontinued operations in the profit and loss account for 2016 and 2015.

The Group's principal activities continue to be contract distribution, warehousing, freight forwarding, and returnable plastic packaging. The directors are not, at the date of this report, aware of any likely major changes in the Group's remaining activities in the next year and expect the general level of activity to continue.

The Group seeks investment opportunities, both organically and through acquisition, in existing and related new business areas with a view to implementing its policy of expansion and business growth.

## Strategic Report for the Year Ended 31 December 2016 (continued)

#### Review of the business

As shown in the profit and loss account on page 10 the Group's turnover from continuing operations decreased year on year from £217.9m to £194.9m. The Group's operating loss, excluding exceptionals, has improved by £4.6m from a loss of £4.9m to an operating loss of £0.3m.

The exceptionals in the year have arisen from the disposal of Direct Workforce with an exceptional gain of £0.3m on disposal and a gain on a legal settlement of £2.5m.

Bibby Distribution Limited's turnover decreased by 12% from the prior year whilst trading performance improved from an operating loss of £4.3m to an operating profit of £2.3m including an exceptional benefit of £2.5m relating to a legal settlement.

This improvement was driven by the implementation of a comprehensive profit improvement plan with substantial focus being placed on organizational right sizing, procurement, transport optimization, agency labour and new contract wins.

The profit improvement plan continues into 2017, with increased focus on transport optimization, reduced variable transport costs and new contract wins.

Bibby International Logistics Limited's turnover increased by 10.9% from the prior year and the trading performance increased from an operating loss of £0.5m to an operating loss of £0.2m. Despite depressed trading conditions the company's turnover increased and overheads reduced in the period in response to the market and slower than expected growth.

Packaging Logistics Services Limited's turnover decreased by 1.5% from the prior year and the operating loss of the company has increased from £0.1m to £0.2.

An increase in the investment in the new technology business, mainly in additional staff to support development, masked an improvement in asset pooling that saw efficiency gains deliver an uplift in margin of 5% to 16%. Future plans are focused on growth in both the existing asset pooling activity and the new technology offering.

The balance sheet on page 12 of the financial statements shows that the net assets of the Group are £8.8m (2015 - £8.0m) and net debt has decreased by £6.0m to £14.7m (2015: £20.7m) with the movement explained in the Consolidated Statement of Cash Flows on page 16. The average number of employees decreased from 2,246 to 2,001.

Other than the financial information and ratios used in these financial statements the Group does not have any key non-financial or financial performance indicators that the directors deem to be relevant for disclosure in these financial statements.

#### **Future Developments**

For the distribution business, following the restructure of the business in 2015/2016 the platform for further growth in both turnover and profit margins is well established, with positive new contract wins already awarded and a continuation of a culture of tight cost control as required in the logistics industry.

For the packaging business the future plans are focused on growth in both the existing asset pooling activity and the new technology offering.

## Strategic Report for the Year Ended 31 December 2016 (continued)

## Principal risks and uncertainties

Competitive pressure in the logistics market and the recruitment sector is a continuing risk for the Group. To manage this risk the Group strives to maintain efficient utilisation of its operating assets and exercise strong cost control at all times.

The Group is a major user of diesel fuel and is therefore exposed to movements in the price of fuel. This risk is mitigated wherever possible by means of fuel price regulator agreements with customers to pass on any changes in fuel prices.

The Group's principal financial instruments comprise bank balances, trade debtors, trade creditors, loans to the business, an interest rate swap and finance lease agreements. The main purpose of these instruments is to finance the Group's operations.

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Group uses a mixture of long-term and short-term debt finance. Further details regarding the liquidity risk can be found in the Going Concern section on page 5 of the Directors' Report.

The Group has a receivables finance agreement which is in place until 31st December 2018 and will then convert to a three month rolling evergreen facility. The directors are confident that this facility will continue until the end of the contract and have obtained confirmation from the bank that this is the case.

The Group has interest bearing liabilities including a Base Rate Interest Swap agreement covering £5 million of principal with a fixed interest of 4.03% margin. The interest rate swap contract matures in line with the expected maturity of the term loan it was taken out to hedge and is utilised to fix some of the exposure to interest rate fluctuations. At 31 December 2016 the fair value of the swap contract was a liability of £61k (2015 - £103k).

The Group meets its day to day working capital requirements by managing its debtors, creditors and bank facilities.

Trade debtors are managed in respect of credit and cash flow risk policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits. The amounts presented in the balance sheet are net of allowances for doubtful debtors.

Trade creditors liquidity risk is managed by ensuring sufficient funds are available to meet amounts due. The Group manages the liquidity risk by ensuring that there are sufficient funds to meet payments by managing its debtors and through a loan facility which is currently in place.

Approved by the Board on 31 March 2017 and signed on its behalf by:

Bibby Bros. & Co.(Management) Limited

Company secretary

Duty Authorised Signatory For and on behalf of Bibby Bros. & Co. (Management) Limited, SECRETARY

## Directors' Report for the Year Ended 31 December 2016

The Directors present their annual report and the annual consolidated financial statements for the year ended 31 December 2016.

#### **Directors of the Group**

The directors who held office during the year and thereafter are as follows:

Jonathan Haymer (resigned 30 September 2016)

Michael Peter Brown

Richard James Morson

Mark Joseph Lyons (appointed 30 September 2016 and resigned 24 October 2016)

#### Dividends

The directors recommend a final dividend payment of £714,000 be made in respect of the financial year ended 31 December 2016. This dividend has not been recognised as a liability in the financial statements.

#### Financial risk management

#### Objectives and policies

Competitive pressure in the logistics market is a continuing risk for the Group. To manage this risk the Group strives to maintain efficient utilisation of its operating assets and exercise strong cost control at all times. A programme of continuous improvement has been implemented and benefits from this are already being realised.

#### Price risk, credit risk, liquidity risk and cash flow risk

The Group has implemented policies that require appropriate credit checks on potential customers before new accounts are accepted. Where debt finance is utilised, this is subject to pre-approval by the board of directors.

The Group actively maintains a mixture of long-term and short-term debt and lease finance that is designed to ensure that it has sufficient available funds for operations and planned expansions.

### **Employment of disabled persons**

The Group is an equal opportunity employer which recognises and values the strength and contribution of a diverse workforce. The policy of the group is to give full and fair consideration to applications for employment made by all people including disabled persons.

If any employee becomes disabled whilst employed by a group company, every effort is made to find suitable continuing employment, with re-training as necessary. Disabled persons share equally in the opportunities available for training, career development and promotion.

#### **Employee involvement**

The Group is committed to attracting, motivating and retaining high quality personnel. It is the group's policy to train and develop each individual to maximise their contribution to the group's performance, whilst providing satisfying and fulfilling career opportunities. It is the group's policy to promote the understanding and involvement of all employees in its business aims and performance. To do this, the group continually develops effective employee communication, consultation and involvement, including the regular publication of company magazines, company updates by e-mail and the use of a company intranet.

## Directors' Report for the Year Ended 31 December 2016 (continued)

#### Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Review of the business.

At 31 December 2016, the Group had net current assets of £2.2m (2015 - £6.8m), a cash position of £0.6m (2015 - £0.6m) and borrowings of £15.3m (2015 - £21.3m).

The Group has in place two main funding facilities provided by its principal banker being a receivables finance arrangement secured on its trade debtors and a term loan facility secured on freehold property.

The borrowings under the receivables finance arrangement facility had a value of £8.8m at year end (2015 - £14.0m). This facility was renewed on 31 December 2015 for a minimum 3 year term.

The term loan facility had a balance of £0.9m at the year end (2015 - £1.4m) and is repayable in instalments until October 2017.

The combined facilities have certain covenant restrictions. No covenant breaches have occurred in the current year, or are forecast in the next 12 months.

The Group's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Group should be able to operate within the level of its current facilities and meet its covenant tests. After making enquiries the Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the financial statements.

#### Directors' liabilities

The Company has made qualifying third party indemnity provisions for the benefit of its directors, which were made during the year and remain in force at the date of this report.

#### Disclosure of information to the auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Approved by the Board on 31 March 2017 and signed on its behalf by:

Bibby Bros. & Co.(Management) Limited

Company secretary

Duty Authorised Signatory For and on behalf of Bibby Bros. & Co. (Management) Limited, SECRETARY

### Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual 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), including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- · select suitable accounting policies and 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 Company will continue in business.

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

### **Independent Auditor's Report**

We have audited the financial statements of Bibby Supply Chain Services Limited for the year ended 31 December 2016, which comprise the Consolidated Profit and Loss Account, the Consolidated Statement of Comprehensive Expense, the Consolidated Balance Sheet, the Company Balance Sheet, the Consolidated Statement of Changes in Equity, the Company Statement of Changes in Equity, the Consolidated Statement of Cashflows and the related notes 1 to 26. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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.

#### Respective responsibilities of Directors and auditor

As explained more fully in the Statement of Directors' Responsibilities (set out on page 7), the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the group's and the parent Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### Opinion on the financial statements

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 2016 and of the Group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

### Opinion on other matter prescribed by the Companies Act 2006

In our opinion 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.

## **Independent Auditor's Report (continued)**

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

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

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

Timothy Edge Bsc, FCA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP, Statutory Auditor

Liverpool United Kingdom

Date: 31/3/17

## Consolidated Profit and Loss Account for the Year Ended 31 December 2016

|  | Note | 2016<br>Continuing<br>operations<br>£ 000 | 2016<br>Discontinued<br>operations<br>£ 000 | 2016<br>Total<br>£ 000 | 2015<br>Continuing<br>operations<br>£ 000 | 2015<br>Discontinued<br>operations<br>£ 000 | 2015<br>Total<br>£ 000 |
|--|------|---|---|------------------------|---|---|------------------------|
| Turnover                                     | 3    | 194,922                                   | 5,852                                       | 200,774                | 217,883                                   | 7,975                                       | 225,858                |
| Cost of sales                                |      | (163,046)                                 | (4,748)                                     | (167,794)              | (186,796)                                 | (6,111)                                     | (192,907)              |
| Gross profit                                 |      | 31,876                                    | 1,104                                       | 32,980                 | 31,087                                    | 1,864                                       | 32,951                 |
| Administrative expenses                      |      | (32,204)                                  | (1,411)                                     | (33,615)               | (36,000)                                  | (2,008)                                     | (38,008)               |
| Exceptional items                            | 4    | 2,762                                     |   | 2,762                  | (1,183)                                   | <u> </u>                                    | (1,183)                |
| Operating profit/(loss)                      | 5    | 2,434                                     | (307)                                       | 2,127                  | (6,096)                                   | (144)                                       | (6,240)                |
| Other interest receivable and similar income | 6    | 19  | -   | 19                     | 54  | -   | 54                     |
| Interest payable and similar charges         | 7    | (755)                                     | (15)  | (770)                  | (686)                                     | (41)  | (727)                  |
| Profit/(loss) before tax                     |      | 1,698                                     | (322)                                       | 1,376                  | (6,728)                                   | (185)                                       | (6,913)                |
| Taxation                                     | 11   | (594)                                     | (1)   | (595)                  | 891                                       | 45  | 936                    |
| Profit/(loss) for the financial year         |      | 1,104                                     | (323)                                       | 781                    | (5,837)                                   | (140)                                       | (5,977)                |

The notes on pages 18 to 37 form an integral part of these financial statements. Page  $10\,$ 

# Consolidated Statement of Comprehensive Expense for the Year Ended 31 December 2016

|  | Note | 2016<br>£ 000 | 2015<br>£ 000 |
|--|------|---------------|---------------|
| Profit/(loss) for the year               | -    | 781           | (5,977)       |
| Total comprehensive expense for the year | _    | 781           | (5,977)       |

## (Registration number: 2005619) Consolidated Balance Sheet as at 31 December 2016

|   | Note | 2016<br>£ 000 | 2015<br>£ 000 |
|---|------|---------------|---------------|
| Fixed assets  |      |               |               |
| Intangible assets                                       | 12   | 4,564         | 5,730         |
| Tangible assets   | 13   | 17,516        | 17,639        |
|   |      | 22,080        | 23,369        |
| Current assets  |      |               |               |
| Stocks  | 15   | 824           | 1,069         |
| Debtors   | 16   | 38,494        | 44,133        |
| Cash at bank and in hand                                |      | 594           | 601           |
|   |      | 39,912        | 45,803        |
| Creditors: Amounts falling due within one year          | 23   | (37,683)      | (38,967)      |
| Net current assets                                      |      | 2,229         | 6,836         |
| Total assets less current liabilities                   |      | 24,309        | 30,205        |
| Creditors: Amounts falling due after more than one year | 23   | (12,496)      | (19,216)      |
| Provisions for liabilities                              | 21   | (3,009)       | (2,966)       |
| Net assets  | •    | 8,804         | 8,023         |
| Capital and reserves                                    |      |               |               |
| Called up share capital                                 | 18   | 4,288         | 4,288         |
| Profit and loss account                                 |      | 4,516         | 3,735         |
| Equity attributable to owners of the company            |      | 8,804         | 8,023         |
| Total equity  |      | 8,804         | 8,023         |

The consolidated financial statements of Bibby Supply Chain Services Limited, Registered number 2005619 were approved and authorised by the Board on 31 March 2017 and signed on its behalf by:

Richard James Morson

Director

## (Registration number: 2005619) Balance Sheet as at 31 December 2016

|  | Note | 2016<br>£ 000 | 2015<br>£ 000 |
|--|------|---------------|---------------|
| Fixed assets                                   |      |               |               |
| Investments                                    | 14   | 32,012        | 32,454        |
| Current assets                                 |      |               |               |
| Debtors  | 16   | 78            | -             |
| Creditors: Amounts falling due within one year | 23   | (26,545)      | (26,686)      |
| Net current liabilities                        | -    | (26,467)      | (26,686)      |
| Net assets                                     | =    | 5,545         | 5,768         |
| Capital and reserves                           |      |               |               |
| Called up share capital                        | 18   | 4,288         | 4,288         |
| Retained earnings                              | _    | 1,257         | 1,480         |
| Total equity                                   | -    | 5,545         | 5,768         |

The financial statements of Bibby Supply Chain Services Limited, registered number 2005619, were approved by the Board on 31 March 2017 and signed on its behalf by:

Richard James Morson

Director

## Consolidated Statement of Changes in Equity for the Year Ended 31 December 2016

|                             | Share capital<br>£ 000 | Retained earnings £ 000       | Total equity<br>£ 000 |
|-----------------------------|------------------------|-------------------------------|-----------------------|
| At 1 January 2015           | 4,288                  | 9,712                         | 14,000                |
| Loss for the year           |                        | (5,977)                       | (5,977)               |
| Total comprehensive expense |                        | (5,977)                       | (5,977)               |
| At 31 December 2015         | 4,288                  | 3,735                         | 8,023                 |
|                             | Share capital<br>£ 000 | Retained<br>earnings<br>£ 000 | Total equity<br>£ 000 |
| At 1 January 2016           | 4,288                  | 3,735                         | 8,023                 |
| Profit for the year         |                        | 781                           | 781                   |
| Total comprehensive expense |                        | 781                           | 781                   |
| At 31 December 2016         | 4,288                  | 4,516                         | 8,804                 |

## Statement of Changes in Equity for the Year Ended 31 December 2016

|                                     | Share capital<br>£ 000 | Retained earnings £ 000       | Total<br>£ 000 |
|-------------------------------------|------------------------|-------------------------------|----------------|
| At 1 January 2015                   | 4,288                  | 2,898                         | 7,186          |
| Loss for the year                   |                        | (1,418)                       | (1,418)        |
| Total comprehensive income          |                        | (1,418)                       | (1,418)        |
| At 31 December 2015                 | 4,288                  | 1,480                         | 5,768          |
|                                     |                        |                               |                |
|                                     | Share capital<br>£ 000 | Retained<br>earnings<br>£ 000 | Total<br>£ 000 |
| At 1 January 2016                   | -                      | earnings                      |                |
| At 1 January 2016 Loss for the year | £ 000                  | earnings<br>£ 000             | £ 000          |
| •                                   | £ 000                  | earnings<br>£ 000<br>1,480    | £ 000<br>5,768 |

## Consolidated Statement of Cash Flows for the Year Ended 31 December 2016

|  |         | 2016    | 2015    |
|--|---------|---------|---------|
|  | Note    | £ 000   | £ 000   |
| Cash flows from operating activities                                 |         |         |         |
| Operating Profit / (loss) for the year                               |         | 2,434   | (6,096) |
| Operating Profit / (loss) for the year from discontinued operations  |         | (307)   | (144)   |
| Adjustments to cash flows from non-cash items                        |         |         |         |
| Depreciation and amortisation  |         | 4,845   | 5,502   |
| Loss / (profit) on disposal of property plant and equipment          |         | 18      | (1,114) |
| Working capital adjustments  |         |         |         |
| Decrease in stocks   | 15      | 245     | 201     |
| Decrease in trade and other receivables                              |         | 3,523   | 9,089   |
| Decrease in trade and other payables                                 |         | (1,833) | (755)   |
| Increase / (decrease) in provisions                                  | 21      | 43      | (443)   |
| Decrease in government grants  |         | -       | (233)   |
| Income taxes paid  |         | 642     | 385     |
| Net cash used by continuing operations                               | _       | 9,610   | 6,392   |
| Net cash used by discontinued operations                             |         | 754     | 149     |
| Net cash flow from operating activities                              | _       | 10,364  | 6,541   |
| Cash flows from investing activities                                 |         |         |         |
| Interest received  | 6       | 19      | 54      |
| Acquisitions of property plant and equipment                         | 13      | (3,835) | (4,302) |
| Proceeds from sale of property plant and equipment                   |         | 300     | 6,680   |
| Acquisition of intangible assets                                     | 12      | (57)    | (96)    |
| Net cash used in / generated from investing activities               | <u></u> | (3,573) | 2,336   |
| net cash used in investing in discontinued operations                |         | -       | (50)    |
| Net cash flows from investing activities                             | _       | (3,573) | 2,286   |
| Cash flows from financing activities                                 |         |         |         |
| Interest paid  |         | (754)   | (686)   |
| Repayment of Loans   |         | (449)   | (2,172) |
| Movement on bank borrowings  |         | (4,733) | (6,955) |
| New hire purchase agreements   |         | 1,315   | 2,281   |
| Repayment of hire purchase agreements                                |         | (1,661) | (1,668) |
| Net cash used in financing activities                                | _       | (6,282) | (9,200) |
| Net cash used in / generated from financing discontinuing operations |         | (516)   | 37      |
| Net cash flows from financing activities                             |         | (6,798) | (9,163) |
|  | _       |         |         |

# Consolidated Statement of Cash Flows for the Year Ended 31 December 2016 (continued)

| Net increase/(decrease) in cash and cash equivalents |    | (7) | (336) |
|--|----|-----|-------|
| Cash and cash equivalents at 1 January               | 17 | 601 | 937   |
| Cash and cash equivalents at 31 December             | 17 | 594 | 601   |

### Notes to the Financial Statements for the Year Ended 31 December 2016

#### 1 General information

The company is a incorporated and domiciled in the United Kingdom

The address of its registered office is: 105 Duke Street Liverpool L1 5JQ

The Company is controlled by Bibby Line Group Limited. The group is a wholly owned subsidiary undertaking of Bibby Line Group Limited which is registered in England. Bibby Line Group Limited is the parent undertaking of the largest and smallest group which consolidates these accounts and of which the company is a member. The ultimate controlling party is disclosed in the financial statements of Bibby Line Group Limited. Copies of the Group financial statements may be obtained from Bibby Line Group Limited, 105 Duke Street, Liverpool, L1 5JQ (www.bibbylinegroup.co.uk).

#### 2 Accounting policies

#### Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

#### **Basis of preparation**

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

#### **Basis of consolidation**

The consolidated financial statements consolidate the financial statements of the Company and its subsidiary undertakings drawn up to 31 December 2016.

## Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

#### 2 Accounting policies (continued)

A subsidiary is an entity controlled by the Company. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the Profit and Loss Account from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the Group.

The purchase method of accounting is used to account for business combinations that result in the acquisition of subsidiaries by the Group. The cost of a business combination is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the business combination. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised is recorded as goodwill.

Inter-company transactions, balances and unrealised gains on transactions between the Company and its subsidiaries, which are related parties, are eliminated in full.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholder's share of changes in equity since the date of the combination.

Under section 408 of the Companies Act 2006 the company is exempt from the requirement to present its own profit and loss account. Its loss for the financial year was £223k (2015-£1,418k).

#### Going concern

The Group's business activities, together with the factors likely to affect the Group's development, performance and position are set out in the Fair review of business. The Group has considerable financial resources together with long term contracts with a number of customers and suppliers across different industries. As a consequence, the directors believe the Group is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The Group meets its day to day working capital requirements by managing its debtors and creditors. The directors have considered the Group's forecasts, taking into account reasonably possible changes in its trading performance and any uncertainties. These show that the Group should be able to operate within its current facilities.

After making enquiries as set out on page 5 of the Directors' Report and considering forecasts no less than 12 months from the date of signing the financial statements the directors have reasonable expectation that the Company and the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

#### Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

#### 2 Accounting policies (continued)

#### **Critical Accounting Judgements**

In the application of the Group's accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts 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 directors deem that the main area of judgement for the Group is that of revenue recognition. In making its judgement, management considered the detailed criteria for the recognition of revenue from the provision of services set out in FRS 102 Section 23 Revenue and, in particular, whether the Group has transferred to the customer the significant risks and rewards of the service undertaken. The directors are satisfied that the significant risks and rewards have been transferred at the time that revenue is recorded in these financial statements and that recognition of the revenue in the current year is appropriate.

#### Key sources of estimation uncertainty

Determining whether intangible assets are impaired requires an estimation of their value in use to the Group. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the intangible asset and a suitable discount rate in order to calculate present value. The carrying amount is £4,564k (2015 -£5,730k).

Determining whether the carrying value of provisions is sufficient to cover the future obligations of the Group. The Group has in place vacant property provisions and dilapidation provisions for leased buildings where there is a future obligation to bring the property back to its original state, less fair wear and tear, or where the Group has a current lease obligation but the property is not being utilised.

The value in use calculation requires the entity to estimate the future cash flows needed to settle these obligations and build up sufficient provisions to cover the liabilities as they fall due.

The carrying amount is £3,009k (2015 -£2,966k).

#### Revenue recognition

Turnover represents the total amount receivable in the ordinary course of business for services provided excluding value added tax. Income is recognised at the time the relevant services are provided by the Group to the customer or provided under contracts to the extent that there is a right to a consideration and is recorded at the value of the consideration due. Where payments are received from customers in advance of services provided, the amounts are recorded as deferred income and included as part of creditors due within one year.

### Foreign currency transactions and balances

Transactions in foreign currencies are recorded at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the balance sheet date and the gains and losses on translation are included in the profit and loss account.

#### Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

## Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

#### 2 Accounting policies (continued)

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements

#### Property, plant and equipment

Fixed assets are stated in the balance sheet at cost less depreciation provided to date.

Depreciation is provided in equal annual instalments over the estimated useful life of the asset, on the original cost of the asset less an estimate of its residual value.

Asset class
Pereciation method and rate
Freehold land
Nil
Freehold buildings
Short leasehold land & buildings
The life of the lease
Vehicles & equipment
Varying rates from 5% to 33%

### Intangible assets

Goodwill arising on consolidation is considered separately for each acquisition. In the case where goodwill is considered to have continuing value it is amortised to nil by equal annual instalments over periods between 5 and 10 years.

Intellectual property assets relate to purchased computer software and are stated at cost less amortisation. The useful economic life of the asset is expected to be at least the same as the period of amortisation which is amortised to nil by equal annual instalments over 5 years. Assets which are under construction but are not available for use are not amortised until they become available for use

#### **Investments**

Investments held as fixed assets are stated at cost less any provision for impairment. Investments in subsidiary undertakings are stated at cost less amounts written off.

#### Cash at bank and in hand

Cash and cash equivalents comprise cash at bank and in hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

#### Trade receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. Trade receivables are recognised initially at their transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision from impairment. A provision for the impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables.

### Stocks

Stocks comprise fuel and are stated at the lower of weighted average cost and net realisable value.

### Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

#### 2 Accounting policies (continued)

#### Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the Group does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade payables are recognised initially at their transaction price and subsequently measured at amortised cost using the effective interest method.

#### **Borrowings**

Interest bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs.

#### **Provisions**

Provisions are recognised when the Group has an obligation at the reporting date as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

#### **Exceptional items**

Exceptional items are disclosed in these financial statements where the directors consider them to be outside of the normal course of business and of a nature that would be misleading to the user if not disclosed separately.

#### Leases

Rentals payable under operating leases are charged in the profit and loss account on a straight-line basis over the lease term, even where payments are not made on such a basis.

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have been passed to the Group, are capitalised in the balance sheet as tangible fixed assets and are depreciated over the shorter of the lease term and their useful lives. The capital elements of future obligations under the leases are included as liabilities in the balance sheet. The interest element of the lease obligation is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

### Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

#### **Dividends**

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are paid.

## Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

### 2 Accounting policies (continued)

## Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the group has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

#### Financial instruments

The Group uses derivative financial instruments to reduce exposure to interest rate movements. The Group does not hold or use derivative financial instruments for speculative purposes. The derivatives are included at fair value in the balance sheet with the movement in the fair value being recognised in administrative expenses in the period to which it relates.

#### 3 Revenue

The analysis of the group's turnover for the year by market is as follows:

|   | 2016<br>£ 000 | 2015<br>£ 000 |
|---|---------------|---------------|
| UK  | 193,338       | 217,455       |
| Europe  | 6,901         | 7,595         |
| Rest of world   | 535           | 808           |
|   | 200,774       | 225,858       |
| 4 Exceptional items   |               |               |
|   | 2016<br>£ 000 | 2015<br>£ 000 |
| Exceptional profit /(loss) on sale of a discontinued operation. | 277           | (1,183)       |
| Legal settlement income   | 2,485         |               |
|   | 2,762         | (1,183)       |

The legal settlement relates to one off compensation received in relation to a historic contractual relationship.

## Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

## 5 Operating profit

| Arrived | at | after | chai  | roino/ | (crediting) | ١ |
|---------|----|-------|-------|--------|-------------|---|
| Alliveu | aı | antei | Cilai | ZIIIZ/ | (Creating   | , |

| Attived at after charging/(crediting)                      |      |               |               |
|--|------|---------------|---------------|
|  | Note | 2016<br>£ 000 | 2015<br>£ 000 |
| Depreciation expense                                       | 13   | 3,640         | 4,125         |
| Operating lease expense - property                         |      | 8,529         | 7,248         |
| Operating lease expense - plant and machinery              |      | 8,300         | 6,327         |
| Loss/(profit) on disposal of property, plant and equipment |      | 18            | (1,092)       |
| Amortisation of goodwill                                   | 12   | 1,112         | 1,287         |
| Amortisation of intellectual property                      | 12   | 111           | 112           |
| 6 Other interest receivable and similar income             |      |               |               |
|  |      | 2016<br>£ 000 | 2015<br>£ 000 |
| Interest income on bank deposits                           |      | 19            | 54            |
| 7 Interest payable and similar charges                     |      |               |               |

|   | 2016<br>£ 000 | 2015<br>£ 000 |
|---|---------------|---------------|
| Interest on receivable financing          | 596           | 590           |
| Interest on other loans                   | 154           | 117           |
| Amortisation of issue costs on bank loans | 20            |               |
|   | 770_          | 727           |

## 8 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

|  | 2016<br>£ 000 | 2015<br>£ 000 |
|--|---------------|---------------|
| Wages and salaries                         | 57,141        | 64,265        |
| Social security costs                      | 5,451         | 6,186         |
| Pension costs, defined contribution scheme | 863           | 923           |
|  | 63,455        | 71,374        |

## Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

## 8 Staff costs (continued)

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

| Warehouse         521         621           Drivers and distribution         855         944           Managerial and administrative         625         681           Poirectors' remuneration           2016         2015           £ 000         £ 000         £ 000           Remuneration         731         1,020           Contributions paid to money purchase pension schemes         53         79           Compensation for loss of office         784         1,534           In respect of the highest paid director:         2016         2015         2000           Remuneration         193         93           Company contributions to money purchase pension schemes         14         -           Compensation for loss of office         2016         2015         2000           Remuneration         193         93           Company contributions to money purchase pension schemes         14         -           Compensation for loss of office         2015         2000           Be of the properties of the company purchase pension schemes         14         -           Compensation for loss of office         2016         2015         -           Low purchase pension schemes         14 |  | 2016<br>No. | 2015<br>No. |
|--|--|-------------|-------------|
| Managerial and administrative         625         681           2,001         2,246           9 Directors' remuneration           The directors' remuneration for the year was as follows:           2016 £ 000         2015 £ 000           Remuneration         731 1,020           Contributions paid to money purchase pension schemes         53 79           Compensation for loss of office         - 435           In respect of the highest paid director:         2016 £ 000         2015 £ 000           Remuneration         193 93         93           Company contributions to money purchase pension schemes         14 9.         - 242           Compensation for loss of office         2016 £ 000         2015 £ 000           Audit of these financial statements         2016 £ 000         2015 £ 000           Audit of these financial statements         10 10         10           Audit of the financial statements of subsidiaries of the company pursuant to legislation         40 45         45  | Warehouse  | 521         | 621         |
| 2,001         2,246           9 Directors' remuneration           The directors' remuneration for the year was as follows:           2016 £ 000         2015 £ 000           Remuneration         731         1,020           Contributions paid to money purchase pension schemes         53         79           Compensation for loss of office         -         435           In respect of the highest paid director:         2016 £ 000         2015 £ 000           Remuneration         193         93           Company contributions to money purchase pension schemes         14         -           Compensation for loss of office         2016 £ 000         2015 £ 000           10 Auditor remuneration         2016 £ 000         £ 000           Audit of these financial statements         10         10           Audit of the financial statements of subsidiaries of the company pursuant to legislation         40         45   | Drivers and distribution                                 | 855         | 944         |
| 9 Directors' remuneration           The directors' remuneration for the year was as follows:         2016 £ 000         2015 £ 000           Remuneration         731         1,020           Contributions paid to money purchase pension schemes         53         79           Compensation for loss of office         -         435           In respect of the highest paid director:         2016 £ 000         2015 £ 000           Remuneration         193         93           Company contributions to money purchase pension schemes         14         -           Compensation for loss of office         -         242           10 Auditor remuneration         2016 £ 000         £ 000         £ 000           Audit of these financial statements         10         10           Audit of the financial statements of subsidiaries of the company pursuant to legislation         40         45   | Managerial and administrative                            | 625         | 681         |
| The directors' remuneration for the year was as follows:         2016 £ 000         2015 £ 000           Remuneration         731         1,020           Contributions paid to money purchase pension schemes         53         79           Compensation for loss of office         -         435           In respect of the highest paid director:         2016 £ 000         2015 £ 000           Remuneration         193         93           Company contributions to money purchase pension schemes         14         -           Compensation for loss of office         -         242           10 Auditor remuneration         2016 £ 000         £ 000           Audit of these financial statements         10         10           Audit of the financial statements of subsidiaries of the company pursuant to legislation         40         45   |  | 2,001       | 2,246       |
| Remuneration         2016 £ 000         2015 £ 000           Remuneration         731         1,020           Contributions paid to money purchase pension schemes         53         79           Compensation for loss of office         -         435           In respect of the highest paid director:         2016 £ 000         2015 £ 000           Remuneration         193         93           Company contributions to money purchase pension schemes         14         -           Compensation for loss of office         -         242           10 Auditor remuneration         2016 £ 000         £ 000           Audit of these financial statements         10         10           Audit of the financial statements of subsidiaries of the company pursuant to legislation         40         45   | 9 Directors' remuneration                                |             |             |
| Remuneration         731         1,020           Contributions paid to money purchase pension schemes         53         79           Compensation for loss of office         -         435           Tompensation for loss of office         -         435           In respect of the highest paid director:         2016         2015           Remuneration         193         93           Company contributions to money purchase pension schemes         14         -           Compensation for loss of office         -         242           10 Auditor remuneration         2016         2015           Audit of these financial statements         10         10           Audit of the financial statements of subsidiaries of the company pursuant to legislation         40         45   | The directors' remuneration for the year was as follows: |             |             |
| Contributions paid to money purchase pension schemes         53         79           Compensation for loss of office         -         435           784         1,534           In respect of the highest paid director:         2016         2015           Remuneration         193         93           Company contributions to money purchase pension schemes         14         -           Compensation for loss of office         -         242           10 Auditor remuneration           Audit of these financial statements         10         10           Audit of these financial statements of subsidiaries of the company pursuant to legislation         40         45  |  |             |             |
| Compensation for loss of office-435 $784$ $1,534$ In respect of the highest paid director:2016<br>£ 0002015<br>£ 000Remuneration19393Company contributions to money purchase pension schemes14-Compensation for loss of office-24210 Auditor remunerationAudit of these financial statements1010Audit of the financial statements of subsidiaries of the company pursuant to legislation4045   | Remuneration   | 731         | 1,020       |
| In respect of the highest paid director:   | Contributions paid to money purchase pension schemes     | 53          | 79          |
| In respect of the highest paid director:  2016 £ 000  Remuneration 193 293 Company contributions to money purchase pension schemes 14 Compensation for loss of office 2015 242  10 Auditor remuneration  2016 £ 000 £ 000  Audit of these financial statements 10 10 Audit of the financial statements of subsidiaries of the company pursuant to legislation 40 45  | Compensation for loss of office                          |             | 435         |
| Remuneration1932015<br>£ 000Remuneration19393Company contributions to money purchase pension schemes14-Compensation for loss of office-24210 Auditor remunerationAudit of these financial statements1010Audit of the financial statements of subsidiaries of the company pursuant to legislation4045   |  | 784         | 1,534       |
| Remuneration 193 93 Company contributions to money purchase pension schemes 14 - Compensation for loss of office 242  10 Auditor remuneration  Audit of these financial statements 10 10 Audit of the financial statements of subsidiaries of the company pursuant to legislation 40 45  | In respect of the highest paid director:                 |             |             |
| Company contributions to money purchase pension schemes  14  |  |             |             |
| Compensation for loss of office  10 Auditor remuneration  2016 £ 000 £ 000  Audit of these financial statements  Audit of the financial statements of subsidiaries of the company pursuant to legislation  40 45   | Remuneration   | 193         | 93          |
| 10 Auditor remuneration  2016 £ 000 £ 000  Audit of these financial statements  Audit of the financial statements of subsidiaries of the company pursuant to legislation  40 45  | · · ·  | 14          | -           |
| Audit of these financial statements  Audit of the financial statements of subsidiaries of the company pursuant to legislation  2016 £ 000 £ 000  10  40  45  | Compensation for loss of office                          |             | 242         |
| Audit of these financial statements  Audit of the financial statements of subsidiaries of the company pursuant to legislation  40  45  | 10 Auditor remuneration                                  |             |             |
| Audit of the financial statements of subsidiaries of the company pursuant to legislation 40 45   |  |             |             |
| to legislation 40 45   | Audit of these financial statements                      | 10          | 10          |
| 5055   |  | 40          | 45          |
|  |  | 50          | 55          |

There have been no non-audit services provided during the year.

## Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

### 11 Income tax

Tax charged/(credited) to the profit and loss account

|  | 2016<br>£ 000 | 2015<br>£ 000 |
|--|---------------|---------------|
| Current taxation   |               |               |
| UK corporation tax   | 487           | (957)         |
| UK corporation tax adjustment to prior periods   | 6             | 11            |
|  | 493           | (946)         |
| Overseas tax   | 8             |               |
| Total current income tax   | 501           | (946)         |
| Deferred taxation  |               |               |
| Arising from origination and reversal of timing differences  | 75            | (46)          |
| Arising from changes in tax rates and laws   | 95            | -             |
| Arising from previously unrecognised tax loss, tax credit or temporary difference of prior periods | (76)          | 56            |
| Total deferred taxation  | 94            | 10            |
| Tax expense/(income) in the income statement   | 595           | (936)         |

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2015 - lower than the standard rate of corporation tax in the UK) of 20% (2015 - 20.25%).

The differences are reconciled below:

|  | 2016<br>£ 000 | 2015<br>£ 000 |
|--|---------------|---------------|
| Profit/(loss) before tax   | 1,376         | (6,913)       |
| Corporation tax at standard rate   | 275           | (1,400)       |
| Effect of expense not deductible in determining taxable loss                                     | 310           | 398           |
| UK deferred tax expense/(credit) relating to changes in tax rates or laws                        | 82            | (9)           |
| (Decrease)/Increase in UK current tax from unrecognised temporary difference from a prior period | (72)          | 75            |
| Total tax charge/(credit)  | 595           | (936)         |

## Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

## 11 Income tax (continued)

## Deferred tax

The movement in the deferred tax asset in the year is as follows:

|   | 2016<br>£ 000 | 2015<br>£ 000 |
|---|---------------|---------------|
| As 1 January                                  | 830           | 939           |
| Deferred tax charged to the P&L account       | (94)          | (10)          |
| Deferred tax eliminated on sale of subsidiary | (5)           | (99)          |
| At 31 December                                | 731           | 830           |

## Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

## 12 Intangible assets

## Group

| 3.0 <b>4</b> p      | Goodwill<br>£ 000 | Intellectual property<br>£ 000 | Assets under construction £ 000 | Total<br>£ 000 |
|---------------------|-------------------|--------------------------------|---------------------------------|----------------|
| Cost or valuation   |                   |                                |                                 |                |
| At 1 January 2016   | 26,316            | 559                            | 96                              | 26,971         |
| Additions           |                   |                                | 57                              | 57             |
| At 31 December 2016 | 26,316            | 559                            | 153                             | 27,028         |
| Amortisation        |                   |                                |                                 |                |
| At 1 January 2016   | 21,110            | 131                            | -                               | 21,241         |
| Amortisation charge | 1,112             | 111                            |                                 | 1,223          |
| At 31 December 2016 | 22,222            | 242                            |                                 | 22,464         |
| Carrying amount     |                   |                                |                                 |                |
| At 31 December 2016 | 4,094             | 317                            | 153                             | 4,564          |
| At 31 December 2015 | 5,206             | 428                            | 96                              | 5,730          |

## Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

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## 13 Property, plant and equipment

### Group

|                        | Freehold<br>land and<br>buildings<br>£ 000 | Short leasehold land and buildings £ 000 | Vehicles and equipment £ 000 | Assets under construction £ 000 | Total<br>£ 000 |
|------------------------|--|--|------------------------------|---------------------------------|----------------|
| Cost or valuation      |  |  |                              |                                 |                |
| At 1 January 2016      | 2,955                                      | 4,233                                    | 20,003                       | -                               | 27,191         |
| Additions              | 3  | 225                                      | 3,321                        | 286                             | 3,835          |
| Disposals              |  | (451)                                    | (4,075)                      | <del></del>                     | (4,526)        |
| At 31 December 2016    | 2,958                                      | 4,007                                    | 19,249                       | 286                             | 26,500         |
| Depreciation           | •  |  |                              |                                 |                |
| At 1 January 2016      | 597  | 2,519                                    | 6,436                        | -                               | 9,552          |
| Charge for the year    | 120  | 157                                      | 3,363                        | -                               | 3,640          |
| Eliminated on disposal |  | (429)                                    | (3,779)                      |                                 | (4,208)        |
| At 31 December 2016    | 717  | 2,247                                    | 6,020                        | <u> </u>                        | 8,984          |
| Carrying amount        |  |  |                              |                                 |                |
| At 31 December 2016    | 2,241                                      | 1,760                                    | 13,229                       | 286                             | 17,516         |
| At 31 December 2015    | 2,358                                      | 1,714                                    | 13,567                       |                                 | 17,639         |

Net book value of freehold land which is not depreciated is £706k (2015: £706k).

Included within the net book value of tangible fixed assets is £8,560k (2015 - £6,091k) in respect of assets held under finance leases and similar hire purchase contracts. Depreciation for the year on these assets was £1,292k (2015 - £1,550k).

The Group has a £938k Term loan (2015: £1,387k) which is secured against freehold land and buildings.

## Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

#### 14 Investments

#### Company

|                             | 2016<br>£ 000 | 2015<br>£ 000 |
|-----------------------------|---------------|---------------|
| Investments in subsidiaries | 32,012        | 32,454        |

### **Details of undertakings**

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

| Undertaking  | Country of incorporation | Holding  | Proportion of and shares he 2016 | f voting rights eld 2015 |
|--|--------------------------|----------|----------------------------------|--------------------------|
| Subsidiary undertakings  |                          |          |                                  |                          |
| Bibby Distribution Limited   | United Kingdom *         | Ordinary | 100%                             | 100%                     |
| Bibby International Logistics Limited  | United Kingdom *         | Ordinary | 100%                             | 100%                     |
| Packaging Logistics Services Limited   | United Kingdom *         | Ordinary | 100%                             | 100%                     |
| Packaging Logistics Services Polska Sp<br>Ul. Wiejska 49, Czeladz, Poland          | Poland                   | Ordinary | 100%                             | 100%                     |
| Bibby International Logistics (Singapore) PTE. Limited 6 Shenton way, #18-08A, OUE | Singapore                | Ordinary | 100%                             | 100%                     |

<sup>6</sup> Shenton way, #18-08A, OUE Downtown, Singapore (068809)

The principal activity of Bibby Distribution Limited is contract distribution, warehousing & transport.

The principal activity of Bibby International Logistics Limited is international distribution & freight forwarding.

The principal activity of Packaging Logistics Services Limited is returnable packaging solutions.

The principal activity of Packaging Logistics Services Polska Sp is returnable packaging solutions.

The principal activity of Bibby International Logistics (Singapore) PTE. Limited is international freight forwarding.

<sup>\*</sup> Address of Company is the same as that of the parent company being 105 Duke Street, Liverpool, L1 5JQ

## Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

## 15 Stocks

|        | Grou  | Group |       | pany  |
|--------|-------|-------|-------|-------|
|        | 2016  | 2015  | 2016  | 2015  |
|        | £ 000 | £ 000 | £ 000 | £ 000 |
| Stocks | 824   | 1,069 |       |       |

There is no material difference between the balance sheet value of stock and its replacement cost.

## 16 Debtors

|                                       |      | Groi          | цр            | Comp          | any           |
|---------------------------------------|------|---------------|---------------|---------------|---------------|
|                                       | Note | 2016<br>£ 000 | 2015<br>£ 000 | 2016<br>£ 000 | 2015<br>£ 000 |
| Trade debtors                         |      | 34,002        | 38,645        | -             | -             |
| Intercompany tax debtor               | 11   | -             | 959           | 3             | -             |
| Other debtors                         |      | 270           | 347           | 75            | -             |
| Deferred tax assets                   | 11   | 731           | 830           | -             | -             |
| Prepayments                           |      | 3,491         | 3,274         | -             | -             |
| Amounts owed by group undertakings    |      |               | 78_           | <u> </u>      |               |
| Total current trade and other debtors |      | 38,494        | 44,133        | 78_           | -             |

## 17 Cash and cash equivalents

|                          | Group |       | Company |       |
|--------------------------|-------|-------|---------|-------|
|                          | 2016  | 2015  | 2016    | 2015  |
|                          | £ 000 | £ 000 | £ 000   | £ 000 |
| Cash at bank and in hand | 594   | 601   | -       |       |

## Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

## 18 Share capital

| Allotted, called up and fully paid shares |                 |       | 2015          |               |
|---|-----------------|-------|---------------|---------------|
|   | 2016<br>No. 000 | £ 000 | No. 000       | £ 000         |
| Authorised ordinary shares of £1 each     | 4,288           | 4,288 | 4,288         | 4,288         |
| 19 Loans and borrowings                   |                 |       |               |               |
|   |                 |       | Group         | )             |
|   |                 |       | 2016<br>£ 000 | 2015<br>£ 000 |
| Non-current loans and borrowings          |                 |       |               |               |
| Bank borrowings                           |                 |       | 8,775         | 14,946        |
| Finance lease liabilities                 |                 | _     | 3,721         | 4,270         |
|   |                 |       | 12,496        | 19,216        |
|   |                 | _     | Group         | )             |
|   |                 |       | 2016          | 2015          |
| Comments and boundings                    |                 |       | £ 000         | £ 000         |
| Current loans and borrowings              |                 |       | 020           | 440           |
| Bank borrowings                           |                 |       | 938           | 449           |
| Finance lease liabilities                 |                 | _     | 1,817         | 1,614         |
|   |                 |       | 2,755         | 2,063         |

## Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

### 19 Loans and borrowings (continued)

### Maturity of borrowings

The bank loans can be analysed as follows:

|                              | 2016  | 2015   |
|------------------------------|-------|--------|
|                              | £ 000 | £ 000  |
| Term loan                    | 938   | 1,387  |
| Receivable finance agreement | 8,775 | 14,008 |
|                              | 9,713 | 15,365 |
|                              |       |        |

The term loan is repayable in quarterly intervals until October 2017. It is secured against freehold property. interest on it has been fixed at an overall rate of 4.03%.

The receivables finance agreement has an interest rate that varies in line with Base Rate and is secured against the trade debtors of the Group. This agreement was renewed on 31 December 2015 for a minimum term of 3 years.

#### Interest rate swap contract

The Group has an interest rate swap contract on the term loan which matures on 1 August 2017 in line with the expected maturity of the term loan. At December 2016 the contract had a fair value of £61,000 liability (2015: £103,000 liability). The fair value was calculated based on mid-market values at 31 December each year end. The swap was taken out in order to manage exposure to interest rate movements on the term loan.

#### Maturities of obligations

|                               | Bank Loans<br>£ 000 | Obligations under finance lease contracts £ 000 | Total<br>£ 000 |
|-------------------------------|---------------------|---|----------------|
| As at 31 December 2016        |                     |   |                |
| In one year or less on demand | 938                 | 1,817   | 2,755          |
| Between one and two years     | -                   | 1,634   | 1,634          |
| Between two and five years    | 8,775               | 2,087   | 10,862         |
|                               | 9,713               | 5,538   | 15,251         |
| Maturities of obligations     |                     |   |                |
|                               | Bank Loans<br>£ 000 | Obligations under finance lease contracts £ 000 | Total<br>£ 000 |
| As at 31 December 2015        |                     |   |                |
| In one year or less on demand | 449                 | 1,614   | 2,063          |
| Between one and two years     | 938                 | 1,485   | 2,423          |
| Between two and five years    | 14,008              | 2,785   | 16,793         |
|                               | 15,395              | 5,884   | 21,279         |

## Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

## 20 Obligations under finance leases and hire purchase contracts

## Group

### Finance leases

The total of future minimum lease payments is as follows:

|   | 2016  | 2015  |
|---|-------|-------|
|   | £ 000 | £ 000 |
| Not later than one year                           | 1,817 | 1,614 |
| Later than one year and not later than five years | 3,652 | 4,235 |
| Later than five years                             | 69    | 35    |
|   | 5,538 | 5,884 |

## **Operating leases**

As at 31 December 2016 the company had commitments under non-cancellable operating leases as follows:

| Land and buildings        | 2016     | 2015   |
|---------------------------|----------|--------|
|                           | £ 000    | £ 000  |
| Within one year           | 7,794    | 6,105  |
| Within two and five years | 23,391   | 15,691 |
| Over five years           | 18,550   | 10,207 |
|                           | 49,735   | 32,003 |
| Other                     | 2016     | 2015   |
|                           | £ 000    | £ 000  |
| Within one year           | 7,753    | 5,656  |
| Within two and five years | 8,156    | 9,707  |
| Over five years           | 517      | 794    |
|                           | 16,426   | 16,157 |
|                           | <u> </u> |        |

## Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

## 21 Provisions for liabilities

### Group

|                                 | Vacant                         |                |  |
|---------------------------------|--------------------------------|----------------|--|
|                                 | property<br>provision<br>£ 000 | Total<br>£ 000 |  |
| At 1 January 2016               | 2,966                          | 2,966          |  |
| Increase in existing provisions | 378                            | 378            |  |
| Provisions used                 | (335)                          | (335)          |  |
| At 31 December 2016             | 3,009                          | 3,009          |  |

It is estimated that the property provisions will be substantially utilised in the period 2017-2021.

#### 22 Pension and other schemes

### **Defined contribution pension scheme**

The group operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the group to the scheme and amounted to £863,000 (2015 - £923,000).

## Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

## 23 Creditors

|   |      | Group         |               | Company       |               |
|---|------|---------------|---------------|---------------|---------------|
|   | Note | 2016<br>£ 000 | 2015<br>£ 000 | 2016<br>£ 000 | 2015<br>£ 000 |
| Due within one year                       |      |               |               |               |               |
| Bank loans and overdrafts                 |      | 938           | 449           | -             | -             |
| Obligations under finance lease contracts |      | 1,817         | 1,614         | _             | _             |
| Trade creditors                           |      | 14,856        | 14,222        | _             | _             |
| Amounts due to related parties            |      | 335           | 686           | 26,510        | 26,686        |
| Social security and other taxes           |      | 2,773         | 3,238         | -             | -             |
| Other payables                            |      | 941           | 1,498         | -             | -             |
| Accrued expenses                          |      | 15,590        | 16,990        | 35            | -             |
| Intercompany tax creditor                 | 11   | 270           | -             | -             | -             |
| Deferred consideration                    |      | 163           | 270           |               |               |
|   |      | 37,683        | 38,967        | 26,545        | 26,686        |
| Due after one year                        |      |               |               |               |               |
| Bank loans and overdrafts                 |      | 8,775         | 14,946        | -             | -             |
| Obligations under finance lease           |      |               |               |               |               |
| contracts                                 |      | 3,721         | 4,270         |               |               |
|   |      | 12,496        | 19,216        | -             |               |

### 24 Dividends paid.

The directors are proposing a final dividend of 16.65p (2015 - £Nil) per share totalling £714,000 (2015 - Nil). This dividend has not been accrued in the Balance Sheet.

### 25 Commitments

## Group

## Capital commitments

The total amount contracted for but not provided in the financial statements was £1,413,000 (2015 - £1,033,000).

## Notes to the Financial Statements for the Year Ended 31 December 2016 (continued)

### 26 Parent and ultimate parent undertaking

The Company is a wholly owned subsidiary undertaking of Bibby Line Group Limited, the ultimate parent company, a company registered in England. Bibby Line Group Limited is the parent undertaking of the largest and smallest group which consolidates these financial statements and of which the company is a member.

The ultimate controlling party is disclosed in the financial statements of Bibby Line Group Limited. Copies of the Group financial statements may be obtained from Bibby Line Group Limited, 105 Duke Street, Liverpool, L1 5JQ (www.bibbylinegroup.co.uk).