

**Registered number: 02078208**

**ABM Group UK Limited**

**Directors' report and financial statements**

**For the year ended 31 October 2016**



## **ABM Group UK Limited**

### **Company Information**

<b>Directors</b>	A Donnell (appointed 9 December 2015) J McPherson (appointed 31 March 2017) C A Stevenson (appointed 31 March 2017) E Patterson (resigned 31 March 2017) M J Smith (resigned 10 March 2016) J R Spencer (resigned 31 March 2016)
<b>Company secretary</b>	Oakwood Corporate Secretary Limited
<b>Registered number</b>	02078208
<b>Registered office</b>	George House 75-83 Borough High Street London SE1 1NH
<b>Independent auditors</b>	Kreston Reeves LLP Chartered Accountants & Statutory Auditor Third Floor 24 Chiswell Street London EC1Y 4YX

## **ABM Group UK Limited**

### **Contents**

	<b>Page</b>
<b>Directors' report</b>	<b>1 - 2</b>
<b>Independent auditors' report</b>	<b>3 - 4</b>
<b>Statement of income and retained earnings</b>	<b>5</b>
<b>Balance sheet</b>	<b>6</b>
<b>Notes to the financial statements</b>	<b>7 - 11</b>

## **ABM Group UK Limited**

### **Directors' report For the year ended 31 October 2016**

The directors present their report and the financial statements for the year ended 31 October 2016.

#### **Principal activity**

The principal activity of the Company is the holding of investments.

#### **Results and dividends**

The profit for the year, after taxation, amounted to £NIL (2015 - £NIL).

No dividends have been declared during the year (2015: £Nil).

#### **Directors**

The directors who served during the year were:

A Donnell (appointed 9 December 2015)  
E Patterson (resigned 31 March 2017)  
M J Smith (resigned 10 March 2016)  
J R Spencer (resigned 31 March 2016)

#### **Directors' responsibilities statement**

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 for the Company's financial statements and then apply them consistently;
- make judgments 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

**ABM Group UK Limited**

**Directors' report (continued)**  
**For the year ended 31 October 2016**

**Disclosure of information to auditors**

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

**Post balance sheet events**

There have been no significant events affecting the Company since the year end.

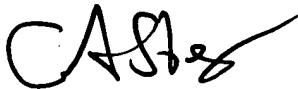
**Auditors**

The auditors, Kreston Reeves LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on

*12 January 2018*

and signed on its behalf.



**C A Stevenson**  
Director

## **ABM Group UK Limited**

### **Independent auditors' report to the shareholders of ABM Group UK Limited**

We have audited the financial statements of ABM Group UK Limited for the year ended 31 October 2016, set out on pages 5 to 11. The relevant financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 Auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### **Respective responsibilities of Directors and Auditors**

As explained more fully in the Directors' responsibilities statement on page 1, 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 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 Directors' 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 financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 October 2016 and of its result 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.

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

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with those financial statements.

**ABM Group UK Limited**

**Independent auditors' report to the shareholders of ABM Group UK Limited (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, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.
- the directors were not entitled to take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Directors.

*Michael Cook* *Kreston Reeves LLP*

Michael Cook BA (Hons) FCA (Senior statutory auditor)  
for and on behalf of

**Kreston Reeves LLP**  
Chartered Accountants  
Statutory Auditor  
Third Floor  
24 Chiswell Street  
London  
EC1Y 4YX

Date: *12 JANUARY 2018*

**ABM Group UK Limited**

**Statement of income and retained earnings  
For the year ended 31 October 2016**

	<b>Note</b>	<b>2016 £</b>	<b>2015 £</b>
<b>Profit after tax</b>		<u>-</u>	<u>-</u>
<b>Retained earnings at the beginning of the year</b>		<u><b>1,153,690</b></u>	<u>1,153,690</u>
		<u><b>1,153,690</b></u>	<u>1,153,690</u>
<b>Retained earnings at the end of the year</b>		<u><b>1,153,690</b></u>	<u>1,153,690</u>

There were no recognised gains and losses for 2016 or 2015 other than those included in the statement of income and retained earnings.

The notes on pages 7 to 11 form part of these financial statements.

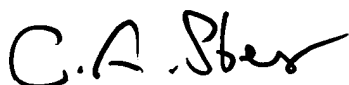


**ABM Group UK Limited**  
**Registered number: 02078208**

**Balance sheet**  
**As at 31 October 2016**

	Note	2016 £	2015 £
<b>Fixed assets</b>			
Investments	4	12,693,081	71,081
		<u>12,693,081</u>	<u>71,081</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	5	5,200,000	5,200,000
		<u>5,200,000</u>	<u>5,200,000</u>
Creditors: amounts falling due within one year	6	(14,739,651)	(2,117,651)
		<u>(14,739,651)</u>	<u>(2,117,651)</u>
<b>Net current (liabilities)/assets</b>		<b>(9,539,651)</b>	<b>3,082,349</b>
<b>Total assets less current liabilities</b>		<b>3,153,430</b>	<b>3,153,430</b>
		<u>3,153,430</u>	<u>3,153,430</u>
<b>Net assets</b>		<b>3,153,430</b>	<b>3,153,430</b>
		<u>3,153,430</u>	<u>3,153,430</u>
<b>Capital and reserves</b>			
Called up share capital	8	500,000	500,000
Share premium account	9	1,499,740	1,499,740
Profit and loss account	9	1,153,690	1,153,690
		<u>3,153,430</u>	<u>3,153,430</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on



**C A Stevenson**  
 Director

The notes on pages 7 to 11 form part of these financial statements.

## **ABM Group UK Limited**

### **Notes to the financial statements For the year ended 31 October 2016**

#### **1. General information**

The Company is a private limited company, incorporated and domiciled in England & Wales. The Company's registered office is George House, 75-83 Borough High Street, London, SE1 1NH and their principal activity can be found on page 1.

#### **2. Accounting policies**

##### **2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

Information on the impact of first-time adoption of FRS 102 is given in note 11.

The following principal accounting policies have been applied:

##### **2.2 Exemption from preparing consolidated financial statements**

The Company is a parent Company that is also a subsidiary included in the consolidated financial statements of its immediate parent undertaking established under the law of a non-EEA state and is therefore exempt from the requirement to prepare consolidated financial statements under section 401 of the Companies Act 2006.

##### **2.3 Valuation of investments**

Investments in subsidiaries are measured at cost less accumulated impairment.

##### **2.4 Debtors**

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

##### **2.5 Creditors**

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

#### **3. Employees**

The Company has no employees other than the directors, who did not receive any remuneration (2015 - £NIL).

# **ABM Group UK Limited**

## **Notes to the financial statements For the year ended 31 October 2016**

### **4. Fixed asset investments**

	<b>Investments in subsidiary companies £</b>
<b>Cost or valuation</b>	
At 1 November 2015	71,081
Additions	12,622,000
At 31 October 2016	<u>12,693,081</u>
 <b>Net book value</b>	
At 31 October 2016	<u>12,693,081</u>
At 31 October 2015	<u>71,081</u>

### **Subsidiary undertakings**

The following were subsidiary undertakings of the Company:

<b>Name</b>	<b>Class of shares</b>	<b>Holding</b>	<b>Principal activity</b>
ABM Facility Services UK Limited	Ordinary	100 %	The provision of a national facilities management service.
ABM Facility Services Scotland Limited	Ordinary	100 %	The provision of a national facilities management service.
GBM Services (Civic) Limited	Ordinary	100 %	The company is dormant
Eclipse Contract Cleaning Limited	Ordinary	100 %	The provision of a national facilities management service.
ABM Critical Solutions Limited	Ordinary	100 %	The provision of a national facilities management service.

## ABM Group UK Limited

### Notes to the financial statements For the year ended 31 October 2016

#### 4. Fixed asset investments (continued)

The aggregate of the share capital and reserves and the profit or loss for previous periods of the subsidiary undertakings are included below. Due to the information available at the signing of these financial statements, the figures included for ABM Facility Services Scotland Limited, GBM Services (Civic) Limited and Eclipse Contract Cleaning Limited are as at 31 October 2015, ABM Critical Solutions Limited as at 30 September 2016 and ABM Facility Services UK Limited as at 31 October 2016.

	Aggregate of share capital and reserves £	Profit/(loss) £
ABM Facility Services UK Limited	(1,521,889)	(1,461,341)
ABM Facility Services Scotland Limited	654,306	2,036
GBM Services (Civic) Limited	(8,666)	(47,855)
Eclipse Contract Cleaning Limited	393,439	(79,605)
ABM Critical Solutions Limited	4,351,302	358,544
	<u>3,868,492</u>	<u>(1,228,221)</u>

#### 5. Debtors

	2016 £	2015 £
Amounts owed by group undertakings	5,200,000	5,200,000
	<u>5,200,000</u>	<u>5,200,000</u>

#### 6. Creditors: Amounts falling due within one year

	2016 £	2015 £
Amounts owed to group undertakings	14,739,651	2,117,651
	<u>14,739,651</u>	<u>2,117,651</u>

**ABM Group UK Limited**

**Notes to the financial statements  
For the year ended 31 October 2016**

**7. Financial instruments**

	2016 £	2015 £
<b>Financial assets</b>		
Financial assets that are debt instruments measured at amortised cost	<u>5,200,000</u>	<u>5,200,000</u>
	<u><u>5,200,000</u></u>	<u><u>5,200,000</u></u>
<b>Financial liabilities</b>		
Financial liabilities measured at amortised cost	<u>(14,739,651)</u>	<u>(2,117,651)</u>
	<u><u>(14,739,651)</u></u>	<u><u>(2,117,651)</u></u>

Financial assets that are debt instruments measured at amortised cost comprise of intercompany debtors.

Financial liabilities measured at amortised cost comprise of intercompany creditors.

**8. Share capital**

	2016 £	2015 £
<b>Shares classified as equity</b>		
<b>Allotted, called up and fully paid</b>		
500,000 Ordinary shares of £1 each	<u>500,000</u>	<u>500,000</u>

**9. Reserves**

**Share premium account**

This reserve comprises all current and prior period share premium paid on the issue of the group and company issued ordinary share capital.

**Profit & loss account**

The reserve comprises all current and prior period retained profits and losses after deducting any distributions made to the group and company's shareholders.

## **ABM Group UK Limited**

### **Notes to the financial statements For the year ended 31 October 2016**

#### **10. Controlling party**

The Company's immediate parent undertaking is ABM International (Holdings) Ltd, a company registered in England and Wales.

The company being a wholly owned subsidiary has elected to utilise the exemption in FRS 102 and has not disclosed any transactions with its parent company and fellow subsidiaries.

The company's ultimate parent undertaking and ultimate controlling party is ABM Industries Incorporated, a company incorporated in United States of America.

ABM Industries Incorporated is both the smallest and largest group of undertakings for which consolidated accounts including results of the company are prepared. The consolidated financial statements of ABM Industries Incorporated are available to the public and may be obtained from One Liberty Plaza, 7th Floor, New York, NY 10006.

#### **11. First time adoption of FRS 102**

The policies applied under the entity's previous accounting framework are not materially different to FRS 102 and