

**Registered number: 02078208**

**ABM Group UK Limited**

**Annual report and financial statements**

**For the year ended 31 October 2022**



## **ABM Group UK Limited**

### **Company Information**

<b>Directors</b>	J Mcpherson C A Stevenson
<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 Second Floor 168 Shoreditch High Street London E1 6RA

# **ABM Group UK Limited**

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## **ABM Group UK Limited**

### **Strategic report For the year ended 31 October 2022**

#### **Introduction**

The directors present their Strategic Report together with the audited financial statements for the year ended 31 October 2022.

The principal activity of the Company continued to be that of holding of investments.

#### **Business review**

There have been no new investments made, although the Company's investment in Ethos Farm was sold at book value during the year. The carrying value of remaining investments has been held at the same value as the previous reporting period following a review of current and anticipated future trading.

#### **Principal risks and uncertainties**

The management team has produced a register of all the perceived risks that face the business, which is formally reviewed by the board on a regular basis. At the end of this financial year we consider the company to not have any significant risks.

The Company operates in a diverse market place which helps to minimise its exposure to financial risk.

#### **Foreign exchange risk**

The Company is not exposed to foreign exchange risk as the Company operates wholly within the United Kingdom.

#### **Credit rate risk**

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties. The Company takes an aggressive approach to debtor management and liaises closely with its client base to minimise any risk of non-payment of debts.

#### **Liquidity risk**

Ultimate responsibility for liquidity risk management rests with the Board of Directors. The Board has built an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding in liquidity risk management requirements.

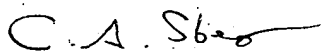
#### **Capital risk management**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern to provide returns to shareholders. The Company defines capital as share capital plus reserves. The Company is not subject to any externally imposed capital requirement.

#### **Financial key performance indicators**

The company's principal activity is the holding of investments. As such, the key performance indicators are the results and net assets of each of the investments.

This report was approved by the board and signed on its behalf.



**C A Stevenson**  
Director

Date: 23 June 2023

## **ABM Group UK Limited**

### **Directors' report**

**For the year ended 31 October 2022**

The directors present their report and the financial statements for the year ended 31 October 2022.

#### **Directors**

The directors who served during the year were:

J Mcpherson  
C A Stevenson

#### **Results and dividends**

The profit for the year, after taxation, amounted to £NIL (2021 - loss £NIL).

No dividends have been declared during the year (2021: £NIL).

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

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

Company law requires the directors to prepare financial statements for each financial year. Under that law 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.

#### **Engagement with suppliers, customers and others**

The Company's principal activity is the holding of investments and as such it is only expected to realise income through dividend distributions from its subsidiary undertakings. Due to the absence of a trade the company's supplier arrangements are also minimal and engagement with these suppliers is carried out by other group companies, who use these suppliers on a more regular basis, on the company's behalf.

## **ABM Group UK Limited**

### **Directors' report For the year ended 31 October 2022**

#### **Disclosure of information to auditors**

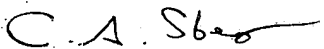
Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- 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.

#### **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 and signed on its behalf.



**C A Stevenson**  
Director

Date: 23 June 2023

## **ABM Group UK Limited**

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

#### **Opinion**

We have audited the financial statements of ABM Group UK Limited (the 'Company') for the year ended 31 October 2022, which comprise the Statement of income and retained earnings, the Balance sheet and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 October 2022 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.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

#### **Other information**

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**Independent auditors' report to the members of ABM Group UK Limited (continued)**

**Opinion on other matters prescribed by the Companies Act 2006**

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

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

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

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

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

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

**Responsibilities of directors**

As explained more fully in the Directors' responsibilities statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

**Auditors' responsibilities for the audit of the financial statements**

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.



**Independent auditors' report to the members of ABM Group UK Limited (continued)**

*Capability of the audit in detecting irregularities, including fraud*

We considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006 and taxation. We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls) and determined that the principal risks were related to management bias in accounting estimates and judgemental areas of the financial statements such as the valuation of investments. Audit procedures performed by the engagement team included:

- Discussions with management and assessment of known or suspected instances of non-compliance with laws and regulations and fraud; and
- Assessment of identified fraud risk factors; and
- Challenging assumptions and judgments made by management in its significant accounting estimates, in particular the investment valuation; and
- Confirmation of related parties with management, and review of transactions throughout the period to identify any previously undisclosed transactions with related parties outside the normal course of business; and
- Identifying and testing journal entries, in particular any manual entries made at the yearend for financial statement preparation.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involved intentional concealment, forgery, collusion, omission or misrepresentation.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion of the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

## **ABM Group UK Limited**

### **Independent auditors' report to the members of ABM Group UK Limited (continued)**

#### **Use of our report**

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an 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.



Michael Cook BA (Hons) FCA (Senior Statutory Auditor)

for and on behalf of

**Kreston Reeves LLP**

Chartered Accountants

Statutory Auditor

London

23 June 2023

## ABM Group UK Limited

### Statement of income and retained earnings For the year ended 31 October 2022

	2022 £	2021 £
Administrative expenses	-	-
<b>Operating profit/(loss)</b>	-	-
Tax on profit/(loss)	-	-
<b>Profit/(loss) after tax</b>	-	-
Retained earnings at the beginning of the year	(5,039,478)	(5,039,478)
Profit/(loss) for the year	-	-
<b>Retained earnings at the end of the year</b>	<b>(5,039,478)</b>	<b>(5,039,478)</b>

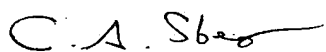
There were no recognised gains and losses for 2022 or 2021 other than those included in the statement of income and retained earnings.

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

**Balance sheet**  
**As at 31 October 2022**

	Note	2022 £	2021 £
<b>Fixed assets</b>			
Investments	5	<u>5,010,813</u>	<u>5,670,813</u>
		<b>5,010,813</b>	<b>5,670,813</b>
<b>Current assets</b>			
Debtors: amounts falling due within one year	6	<u>2,661,156</u>	<u>2,621,869</u>
		<b>2,661,156</b>	<b>2,621,869</b>
Creditors: amounts falling due within one year	7	<u>(10,711,707)</u>	<u>(11,332,420)</u>
<b>Net current liabilities</b>		<b>(8,050,551)</b>	<b>(8,710,551)</b>
<b>Net liabilities</b>		<u><b>(3,039,738)</b></u>	<u><b>(3,039,738)</b></u>
<b>Capital and reserves</b>			
Called up share capital	8	<b>500,000</b>	<b>500,000</b>
Share premium account	10	<b>1,499,740</b>	<b>1,499,740</b>
Profit and loss account	10	<u><b>(5,039,478)</b></u>	<u><b>(5,039,478)</b></u>
		<u><b>(3,039,738)</b></u>	<u><b>(3,039,738)</b></u>

The financial statements on pages 8 to 14 were approved and authorised for issue by the board and were signed on its behalf on 23 June 2023.



C A Stevenson  
Director

## **ABM Group UK Limited**

### **Notes to the financial statements For the year ended 31 October 2022**

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

The Company is a private limited company, incorporated by shares and domiciled in England. The Company's registered office and principal place of business is George House, 75-83 Borough High Street, London, SE1 1NH and the principal activity of the Company is the holding of investments.

#### **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.

The following principal accounting policies have been applied:

##### **2.2 Going concern**

The directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

The prior period financial statements were prepared on a basis other than going concern as it was the directors intention at that time to restructure the group by transferring the investment assets to another group entity and to dissolve this company. No adjustment was made to any of the company's assets and liabilities as a result as all were considered to be carried at fair value and would be transferred at the same, fair value. The directors now believe that any such restructure will be postponed to an, as yet unknown, future date and have prepared the accounts on the going concern basis accordingly. Again no adjustment to the carrying value of any of the company's assets or liabilities is considered necessary.

The company continues to receive financial support from ABM Industries Incorporated, its ultimate controlling party, who have confirmed in writing that they will provide sufficient financial support to the company for a period of, at least 12 months from the date of approval of these financial statements.

The directors have reviewed the fair value of all assets and liabilities of the company accordingly and made adjustment to their carrying value where appropriate.

For these reasons the directors continue to prepare the financial statements on the going concern basis.

##### **2.3 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.

##### **2.4 Valuation of investments**

Investments in subsidiaries and associates are measured at cost less accumulated impairment.

##### **2.5 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.

## ABM Group UK Limited

### Notes to the financial statements For the year ended 31 October 2022

#### 2.6 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

#### 2.7 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. Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and judgments underlying assumptions are reviewed on an ongoing basis.

#### 3.1 Critical accounting estimates and assumptions

##### Impairment of investments

The company has recognised investments with a cost value of £9,831,214. These assets are stated at their cost less provision for impairment. When assessing impairment of investments, the directors consider factors including the current net asset position of the investment and the future earning potential of the investment, calculated with the use of discounted cashflows. The net book value of investments as at 31 October 2022 is £5,010,813.

### 4. Taxation

	2022 £	2021 £
Current tax on profits for the year	-	-
<b>Total current tax</b>	<b>-</b>	<b>-</b>

**ABM Group UK Limited**

**Notes to the financial statements  
For the year ended 31 October 2022**

**5. Fixed asset investments**

	Investments in subsidiary companies £	Investment in an associate £	Total £
<b>Cost or valuation</b>			
At 1 November 2021	9,831,214	660,000	10,491,214
Disposal		(660,000)	(660,000)
At 31 October 2022	<u>9,831,214</u>	<u>-</u>	<u>9,831,214</u>
<b>Impairment</b>			
At 1 November 2021	4,820,401	-	4,820,401
At 31 October 2022	<u>4,820,401</u>	<u>-</u>	<u>4,820,401</u>
<b>Net book value</b>			
At 31 October 2022	<u>5,010,813</u>	<u>-</u>	<u>5,010,813</u>
At 31 October 2021	<u>5,010,813</u>	<u>660,000</u>	<u>5,670,813</u>

**Subsidiary undertakings**

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
ABM Facility Services UK Limited	Registered office [1]	Ordinary	100%
BRBIBR Limited	Registered office [1]	Ordinary	100%

Registered office [1] : 75-83 Borough High Street, London, SE1 1NH.

**ABM Group UK Limited**

**Notes to the financial statements  
For the year ended 31 October 2022**

**6. Debtors**

	<b>2022 £</b>	<b>2021 £</b>
Amounts owed by group undertakings	<b>2,661,156</b>	2,621,869
	<b><u>2,661,156</u></b>	<u>2,621,869</u>

**7. Creditors: Amounts falling due within one year**

	<b>2022 £</b>	<b>2021 £</b>
Amounts owed to group undertakings	<b>10,711,707</b>	11,332,420
	<b><u>10,711,707</u></b>	<u>11,332,420</u>

**8. Share capital**

	<b>2022 £</b>	<b>2021 £</b>
<b>Allotted, called up and fully paid</b>		
500,000 (2021 - 500,000) Ordinary shares of £1.00 each	<b><u>500,000</u></b>	<u>500,000</u>

**9. Related party transactions**

The company being a wholly owned subsidiary has elected to utilise the exemption in Section 33.1A of FRS 102 and has not disclosed any transactions with its parent company and fellow subsidiaries.



## **ABM Group UK Limited**

### **Notes to the financial statements For the year ended 31 October 2022**

#### **10. 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.

#### **11. Controlling party**

The Company's immediate parent undertaking is ABM International (Holdings) Ltd, registered office 75-83 Borough High Street, London, SE1 1NH.

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.