

Triumph Motorcycles Group Limited

Reports and Financial Statements

30 June 2016



Triumph Motorcycles Group Limited

Directors

J S Bloor

J L Eastham

D I K Mehta

A J Samples (appointed 4 July 2016)

Secretary

D I K Mehta

Independent auditors

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Cornwall Court

19 Cornwall Street

Birmingham

B3 2DT

Registered Office

Ashby Road

Measham

Swadlincote

Derbyshire DE12 7JP

Strategic Report

The directors present their strategic report, directors' report and audited financial statements for the year ended 30 June 2016.

Results

The company has not traded during the year, has received no income and has incurred no expenditure and consequently has made neither a profit nor a loss (2015: £nil). Therefore no profit and loss account has been presented in these financial statements.

Principal activity and review of the business

The company's principal activity is that of a parent undertaking.

Details of the cost and provisions relating to its investments are shown in note 6 to the financial statements.

Principal risks and uncertainties

The principal risks for the company are the uncertainties associated with the results of its direct subsidiary undertakings.

These results vary and are principally affected by the prevailing economic climate which may impact the value of the company's investments.

Liquidity risk

The company does not hold cash, however, it would have access to longer term funding from its parent undertaking if required.



D I K Mehta
Secretary
14 November 2016

Directors' Report

Directors

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

J S Bloor
J L Eastham
D I K Mehta
G G Clarke (resigned 30 June 2016)
A J Samples (appointed 4 July 2016)

Dividends

The directors do not recommend a final dividend (2015: £nil).

Going concern

The financial statements have been prepared on a going concern basis which assumes the company will continue in operational existence for the foreseeable future. As of 30 June 2016, the company had net assets of £30,000,000.

The company is part of the Bloor Investments Limited Group "the Group". The Group has funded its operations through a combination of shareholder's funds, group loans, bank loans, bank overdrafts and other borrowings. The bank loans and bank overdrafts are arranged on a sub-group basis by Bloor Holdings Limited, a wholly owned subsidiary of Bloor Investments Limited.

The Group has facilities with its bankers, with the majority of the facilities, which are on a secured basis, committed to 30 September 2019. The facilities are subject to covenants, which are reported on a quarterly basis. As part of these arrangements the company has entered into a cross-guarantee of the bank overdrafts and bank loans made to certain other group companies within the Bloor group.

The directors have reviewed the Group's trading and cash forecasts, which take into account possible changes in trading activities, show that the Group will have adequate resources to meet its liabilities in the foreseeable future, and that there is a remote possibility of the Company being called upon to meet its cross-guaranteed obligations.

The company also has a letter of support from its ultimate parent company. Accordingly the financial statements have been prepared on a going concern basis.

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, 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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising Financial Reporting Standard 102 The Financial Reporting Standard Applicable in the UK and Republic of Ireland (FRS 102), and applicable law).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 102 used in the preparation of 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.

Directors' Report (continued)

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 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.

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that they are obliged to take as directors in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Independent Auditors

A resolution to reappoint PricewaterhouseCoopers LLP as auditors will be put to the members at the Annual General Meeting.

By order of the Board

A handwritten signature in black ink, appearing to read 'D I K Mehta', enclosed within a hand-drawn oval shape.

D I K Mehta
Secretary

14 November 2016

Independent auditors' report

to the member of Triumph Motorcycles Group Limited

Report on the financial statements

Our opinion

In our opinion, Triumph Motorcycles Group Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 30 June 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.

What we have audited

The financial statements, included within the Reports and Financial Statements (the "Annual Report"), comprise:

- the balance sheet as at 30 June 2016;
- the statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

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.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Independent auditors' report

to the member of Triumph Motorcycles Group Limited

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of directors' responsibilities set out on pages 3 and 4, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's member as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

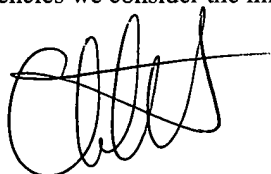
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

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.



Christopher Hibbs (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Birmingham

14 November 2016

Balance sheet

as at 30 June 2016

	Note	2016 £'000	2015 £'000
<i>Fixed assets</i>			
Investments	6	43,020	43,020
Creditors: amounts falling due within one year	7	(13,020)	(13,020)
<i>Net assets</i>		<u>30,000</u>	<u>30,000</u>
<i>Capital and reserves</i>			
Called up share capital	8	20,000	20,000
Profit and loss account		10,000	10,000
<i>Total shareholders' funds</i>		<u>30,000</u>	<u>30,000</u>

The notes on pages 9 to 12 are an integral part of these financial statements.

The financial statements were approved and authorised for issue by the board and were signed by:



J S Bloor
Director
14 November 2016



D I K Mehta
Director
14 November 2016

Registered No. 02138263

Statement of changes in equity

for the year ended 30 June 2016

	Called up share capital £'000	Profit and loss account £'000	Total Shareholders' funds £'000
<i>Balance as at 1 July 2014</i>	20,000	10,000	30,000
Result for the financial year	-	-	-
Total comprehensive income	-	-	-
<i>Balance as at 30 June 2015</i>	<u>20,000</u>	<u>10,000</u>	<u>30,000</u>
<i>Balance as at 1 July 2015</i>	20,000	10,000	30,000
Result for the financial year	-	-	-
Total comprehensive income	-	-	-
<i>Balance as at 30 June 2016</i>	<u>20,000</u>	<u>10,000</u>	<u>30,000</u>

The notes on pages 9 to 12 are an integral part of these financial statements.

Notes to the financial statements

for the year ended 30 June 2016

1. General information

Triumph Motorcycles Group Limited is a limited liability company incorporated in England. The registered office is Ashby Road, Measham, Swadlincote, Derbyshire, DE12 7JP.

2. Statement of compliance

The individual financial statements of Triumph Motorcycles Group Limited have been prepared in compliance with United Kingdom Accounting Standard, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland ("FRS 102")" and the Companies Act 2006.

3. Accounting policies

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. The company has adopted FRS 102 in these financial statements. Details of the transition to FRS 102 are disclosed in note 12.

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with UK applicable accounting standards.

The company has not traded during the year, has received no income and has incurred no expenditure and consequently has made neither a profit nor a loss (2015: £nil). Therefore no profit and loss account has been presented in these financial statements.

Going concern

The financial statements have been prepared on a going concern basis which assumes the company will continue in operational existence for the foreseeable future. As of 30 June 2016, the company had net assets of £30,000,000.

The company is part of the Bloor Investments Limited Group "the Group". The Group has funded its operations through a combination of shareholder's funds, group loans, bank loans, bank overdrafts and other borrowings. The bank loans and bank overdrafts are arranged on a sub-group basis by Bloor Holdings Limited, a wholly owned subsidiary of Bloor Investments Limited.

The Group has facilities with its bankers, with the majority of the facilities, which are on a secured basis, committed to 30 September 2019. The facilities are subject to covenants, which are reported on a quarterly basis. As part of these arrangements the company has entered into a cross-guarantee of the bank overdrafts and bank loans made to certain other group companies within the Bloor group.

The directors have reviewed the Group's trading and cash forecasts, which take into account possible changes in trading activities, show that the Group will have adequate resources to meet its liabilities. in the foreseeable future, and that there is a remote possibility of the Company being called upon to meet its cross-guaranteed obligations.

The company also has a letter of support from its ultimate parent company. Accordingly the financial statements have been prepared on a going concern basis.

Group financial statements

The company is a wholly owned subsidiary of Bloor Holdings Limited and of its ultimate parent, Bloor Investments Limited. It is included in the consolidated financial statements of Bloor Investments Limited which are publically available. Therefore the company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

These financial statements are the company's separate financial statements.

Notes to the financial statements (continued)

for the year ended 30 June 2016

3. Accounting policies (continued)

Statement of cash flows

The company has taken advantage of the exemption, under FRS 102 paragraph 1.12 (b), from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company, Bloor Investments Limited, includes the company's cash flows in its own consolidated financial statements.

Key management personnel

The company has taken advantage of the exemption, under FRS 102 paragraph 33.7, from presenting key management personnel in total, on the basis that it is a qualifying entity and its ultimate parent company, Bloor Investments Limited, includes this disclosure.

Investments

Investments in subsidiary undertakings are stated at cost unless there is evidence of impairment in value of the investments in which case the investment is reduced to the higher of its net realisable value or current value in use. An impairment provision is made in the profit and loss account when the directors consider it appropriate, in accordance with FRS 102, paragraph 14.

Deferred taxation

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

4. Auditors' remuneration

Auditors' remuneration of £10,342 (2015: £10,000) is borne by another Triumph group company.

5. Directors' remuneration

The only employees of the company are the directors, who received no remuneration during the year (2015: £nil) for their services to the company as the time spent is considered inconsequential to the company.

Notes to the financial statements (continued)

for the year ended 30 June 2016

6. Investments

*Subsidiary
undertakings
£'000*

Cost and net book value

At 1 July 2015 and 30 June 2016

43,020

Details of the investments in which the company holds issued ordinary share capital are as follows:

<i>Company</i>	<i>%</i>	<i>Activity</i>
Triumph Motorcycles Limited	100	Motorcycle manufacture and sales
Triumph Designs Limited	100	Design engineering services
Memon Limited	100	Dormant
Triumph Motorcycles (Coventry) Limited	100	Dormant
Bonneville Coventry limited	100	Dormant
Bonneville Limited	100	Dormant
Triumph Parts and Accessories Limited	99	Dormant

Where subsidiary entities are 99% owned the remaining 1% shareholding is also owned indirectly by the ultimate controlling party. All of the companies above are incorporated in England and Wales.

7. Creditors: amounts falling due after more than one year

	<i>2016</i>	<i>2015</i>
	<i>£'000</i>	<i>£'000</i>
Amounts owed to group undertakings	<u>13,020</u>	<u>13,020</u>

Amounts owed to group undertakings are non-interest bearing and repayable on demand.

8. Called up share capital

		<i>2016</i>		<i>2015</i>
<i>Allotted, called up and fully paid</i>	<i>No.</i>	<i>£'000</i>	<i>No.</i>	<i>£'000</i>
Ordinary shares of £1 each	20,000,100	<u>20,000</u>	20,000,100	<u>20,000</u>

9. Contingent liabilities

The company has cross-guaranteed the bank overdrafts and bank loans made to certain other group companies within the Bloor Group, which at 30 June 2016 amounted to £90,822,831 (2015: £144,052,916).

10. Related party transactions

As a wholly owned subsidiary of Bloor Investments Limited, the company has taken advantage of the exemption under FRS 102, para 33.1A not to provide information on related party transactions with other 100% owned undertakings within the Bloor Investments Limited group. Note 11 gives details of how to obtain a copy of the published financial statements of Bloor Investments Limited.

Notes to the financial statements (continued)

for the year ended 30 June 2016

11. Ultimate parent undertaking and controlling party

The immediate parent undertaking is Bloor Holdings Limited. The smallest group of which the company is a member and for which group financial statements are prepared is Bloor Holdings Limited. The largest group of which the company is a member and for which group financial statements are prepared is Bloor Investments Limited, this is also considered to be the ultimate parent undertaking. All these companies are registered in England and Wales. The ultimate controlling party is Mr J Bloor.

Copies of the financial statements of Bloor Investments Limited may be obtained from the Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.

12. Transition to FRS 102

This is the first year that the company has presented its results under FRS 102. The last financial statements under UK GAAP were for the year ended 30 June 2015. The date of transition to FRS 102 was 1 July 2014.

There was no impact on the financial results of the Company from the transition to FRS 102.