# Ringway Handling Services Limited

Directors' report and financial statements Registered number 2638238 Year ended 31 March 2016

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# Directors' report

The directors present their directors' report and audited financial statements for the year to 31 March 2016.

In accordance with Section 414B of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013, the Company is exempt from preparing a Strategic Report.

#### Principal activities

During previous years the principal activity of the company has been the employment of staff who provided services to the Manchester Airport Group Plc. The Company did not trade during the current period and management do not plan for the company to re-commence trade in the future.

#### Principal risks and uncertainties

The key risks faced by the Company are aligned to those of the Group. For more details of these risks and how they are managed please refer to the strategic report in the annual report and accounts for Manchester Airports Holdings Limited. The directors have not identified any other significant risks for the Company.

#### Key performance indicators ("KPIs")

The key performance indicators for the Company are aligned to those of Manchester Airports Holdings Limited. For more details of these KPIs please refer to the strategic report in the annual report and accounts for Manchester Airports Holdings Limited. The directors do not use any additional KPIs for this Company.

#### **Directors**

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

C Cornish N Thompson K O'Toole

## Going concern

It should be recognised that any consideration of the foreseeable future involves making a judgement, at a particular point in time, about future events, which are inherently uncertain. The Company is able to rely on the Group for financial support. Manchester Airports Holdings Limited has confirmed that it will continue to provide financial and other support to the Company, for at least the next twelve months from the date of approval of the financial statements, to the extent necessary to enable the Company to continue to trade and in particular will not seek repayment of the amounts currently made available. For this reason they continue to adopt the going concern basis in preparing these accounts.

#### Disclosure of information to auditor

The directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

#### **Independent Auditor**

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board

N Thompson Director

16 December 2016

# Statement of directors' responsibilities in respect of the Directors' report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), 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 then apply them consistently;
- make judgements and 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 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.



## KPMG I I P

St Peter's Square Manchester M2 3AE United Kingdom

# Independent auditor's report to the members of Ringway Handling Services Limited

We have audited the financial statements of Ringway Handling Services Limited for the year ended 31 March 2016 set out on pages 5 to 14. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 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. 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at <a href="www.frc.org.uk/auditscopeukprivate">www.frc.org.uk/auditscopeukprivate</a>.

#### 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 March 2016 and of its result for the year then ended;
- have been properly prepared in accordance with UK 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 the financial statements.

# Independent auditor's report to the members of Ringway Handling Services 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; or
- the Directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a Strategic Report.

21 Docala 2016

David Bills (Senior Statutory Auditor) for and on behalf of KPMG LLP,

Chartered Accountants
St Peter's Square
Manchester
M2 3AE

# Income Statement and Other Comprehensive Income for the year ended 31 March 2016

for the year ended 31 March 2010	Note	2016 £000	2015 £000
Revenue		-	31
Operating Costs		-	(31)
Profit on ordinary activities before taxation		-	
Tax on profit on ordinary activities	5	-	-
Profit for the financial year		-	-
Other comprehensive income for the year net of tax		-	
Total comprehensive expense for the year		-	

The notes on pages 8 to 14 form an integral part of these financial statements.

at 31 March 2016	Note	2016 £000	2016 £000	2015 £000	2015 £000
Current liabilities Trade and other payables	6	(10,433)		(10,433)	
Net current liabilities			(10,433)		(10,433)
Net liabilities			(10,433)		(10,433)
Capital and reserves Called up share capital Retained earnings	7 8		1 (10,434)		1 (10,434)
Shareholders' funds			(10,433)		(10,433)

The notes on pages 8 to 14 form an integral part of these financial statements.

These financial statements of Ringway Handling Services Limited, registered number 2638238, were approved by the board of directors on 16 December 2016 and were signed on its behalf by:

N Thompson Director

# Statement of Changes in Equity for the year ended 31 March 2016

	Called up Share Capital	Retained earnings	Total equity
	£000£	£000	£000
Balance at 1 April 2015	1	(10,434)	(10,433)
Total comprehensive income for the period Result for the year	-	-	-
Other comprehensive income (see note 8)	-	-	-
Total comprehensive income for the period	-	-	-
Balance at 31 March 2016	1	(10,434)	(10,433)
	Called up Share Capital	Retained earnings	Total equity
	€000	£000	£000
Balance at 1 April 2014	1	(10,434)	(10,433)
Total comprehensive income for the period Result for the year	-	-	-
Other comprehensive income (see note 8)	-	-	-
Total comprehensive income for the period		-	-
Balance at 31 March 2015	1	(10,434)	10,433

The notes on pages 8 to 14 form an integral part of these financial statements.

#### **Notes**

(forming part of the financial statements)

### 1 Accounting policies

Ringway Handling Services Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") as issued in August 2014. The amendments to FRS 102 issued in July 2015 and effective immediately have been applied. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

In the transition to FRS 102 from old UK GAAP, the Company has made measurement and recognition adjustments. An explanation of how the transition to FRS 102 has affected financial position and financial performance of the Company, including the impact of restatement of prior year comparatives and transition date figures, is provided in note 11.

FRS 102 grants certain first-time adoption exemptions from the full requirements of FRS 102. No applicable exemptions have been taken in these financial statements.

The Company's ultimate parent undertaking, Manchester Airport Holdings Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Manchester Airport Holdings Limited are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from Olympic House, Manchester Airport, M90 1QX.

In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- · Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

The Company has taken advantage of section 33.1A of FRS 102 and not disclosed transactions with fellow Group companies.

As the consolidated financial statements of Manchester Airport Holdings Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

• The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 102 in its next financial statements.

The accounting policies set out over the page have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

#### 1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

#### 1 Accounting policies (continued)

#### 1.2 Going concern

The Company is able to rely on the Group for financial support. Manchester Airports Holdings Limited has confirmed that it will continue to provide financial and other support to the Company, for at least the next twelve months from the date of approval of the financial statements, to the extent necessary to enable the Company to continue to trade and in particular will not seek repayment of the amounts currently made available.

The following paragraphs set out a summary of the going concern status of Manchester Airports Holdings Limited.

The Group has considerable financial resources together with long-term contracts with a number of customers and suppliers across different geographic areas and industries. As a consequence, the directors believe that the Group is well placed to manage its business risks successfully despite the current uncertain economic outlook.

After making enquiries and considering all available information, the directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements. 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.

#### 1.3 Foreign Currency

The Company financial statements are presented in pound sterling and rounded to thousands. The Company's functional and presentation currency is the pound sterling.

#### 1.4 Classification of financial instruments issued by the Company

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- (b) where the instrument will or may be settled in the Company's own equity instruments, it is either a nonderivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

## 1.5 Basic financial instruments

#### Trade and other receivables / Payables

Trade and other receivables are recognised initially at transaction price less attributable transaction costs. Trade and other Payables are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade receivables. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

#### Investments in subsidiaries

Investments in subsidiaries are carried at cost less impairment with changes recognised in other comprehensive income.

## 1 Accounting policies (continued)

#### 1.6 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous years.

#### 2 Notes to the income statement

Amounts receivable by the Company's auditor and their associates in respect of services to the Company, have not been disclosed as the information is instead disclosed on a consolidated basis in the consolidated financial statements of the Company's ultimate parent, Manchester Airports Holdings Limited.

## 3 Remuneration of directors

N Thompson and C Cornish were directors of Ringway Handling Services Limited during the year. Their remuneration was paid by Manchester Airports Holdings Limited and is disclosed in aggregate in its financial statements. The directors do not believe it is possible to apportion their remuneration to individual companies within the Manchester Airports Holdings Limited group based on services provided.

### 4 Staff numbers and costs

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

		· Number of en	Number of employees		
	•	2016	2015.		
Administration		-	. 1		
		-	1		
		<del></del> .			
•		•			
The aggregate payroll cos	sts of these persons were as follows:	•	•		
, ugg. ugm. pu)	or more persons were do rone war	2016	2015		
	•	€000	£000		
Wages and salaries		-	. 27		
Social security costs		-	3		
Pension costs		· -	I		
			. 31		
		<u> </u>			

# 5 Taxation

# Total tax expense recognised in the income statement and other comprehensive income

		2016 £000	2016 £000		2015 £000	2015 £000
UK Corporation tax Current tax on income for the period		-				
Total current tax			-			-
Total tax			-			_
Total tax expense recognised in the incom	e statement	, other compre	ehensive inco	me and eq	quity	
	2016 Current tax £000	2016 Deferred tax £000	2016 Total tax £000	2015 Current tax £000	2015 Deferred tax £000	2015 Total tax £000
Recognised in income statement	±000	-	±000 -	-	-	2000
Total tax	-	-		-		-
Reconciliation of effective tax rate						·
Current tax reconciliation Result for the year Total tax expense					2016 £000	2015 £000
Profit on ordinary activities before tax				_	<del></del>	-
Profit on ordinary activities multiplied by the st Corporation tax 20% (2015: 21%)	tandard rate o	ıf			-	-
Total tax expense included in the income staten	nent			_	-	-

Factors that may affect future current and total tax charges

6 Trade and other payables				
			2016 £000	2015 £000
Amounts owed to group undertakings			10,433	10,433
			10,433	10,433
Amounts owed by group undertakings are unsecu	red, interest free and are	repayable on demand.		
7 Called up share capital				
			2016	2015
Allotted, called up and fully paid			£000	£000
1,000 Ordinary shares of £1 each			1	1
8 Reserves				
				Retained earnings £000
At 1 April 2015 Result for the year				(10,434)
At 31 March 2016				(10,434)
•	·		1	Retained earnings £000
At 1 April 2014 Result for the year				(10,434)
At 31 March 2015				(10,434)
9 Subsidiary Undertakings				
	Country of incorporation	Principal activity	Class and percentage of shares held	;
Subsidiary undertakings Ringway Handling Limited	England & Wales	Employment services	Ordinary	

## 10 Ultimate parent company and parent undertaking of larger group of which the Company is a member

The Company is a subsidiary undertaking of The Manchester Airport Group PLC. The smallest Group in which the results of the Company are consolidated is that headed by Manchester Airport Group Investments Limited. The Company's ultimate parent is Manchester Airports Holdings Limited. The consolidated financial statements of these Groups are available to the public and may be obtained from Company Secretary at Olympic House, Manchester Airport, Manchester M90 1QX, or via the website at www.magworld.co.uk.

## 11 Explanation of transition to FRS 102 from old UK GAAP

As stated in note 1, these are the Company's first financial statements prepared in accordance with FRS 102.

The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended 31 March 2016 and the comparative information presented in these financial statements for the year ended 31 March 2015.

In preparing its FRS 102 statement of financial position, the Company has adjusted amounts reported previously in financial statements prepared in accordance with its old basis of accounting UK GAAP. An explanation of how the transition from UK GAAP to FRS 102 has affected the Company's financial position and financial performance, including the impact of restatement of prior year comparative and transition date figures is set out in the following tables and the notes that accompany the tables.

Reconciliations provided shall, to the extent practicable, distinguish the correction of errors from changes in accounting policies.

### Reconciliation of equity

		Old UK	1 April 2014 of Effect of	•	Old UK	15 comparative Effect of	
Current liabilities	Note	GAAP £000 (10,433)	£000	FRS 102 £000 (10,433)	£000	restatement £000	FRS 102 £000 (10,433)
Net current (liabilities)		(10,433)	-	(10,433)	(10,433)	-	(10,433)
/assets Non current liabilities		(6,464)	6,464	-	(7,324)	7,324	-
Net liabilities	٠	(16,897)	6,464	(10,433)	(17,757)	7,324	(10,433)
Capital and reserves Called up share capital Retained earnings	а	1 (16,898)	6,464	1 (10,434)	1 (17,758)	7,324	1 (10,434)
Shareholders' equity		(16,897)	6,464	(10,433)	(17,757)	7,324	(10,433)

## Notes to the reconciliation of equity

a) An element of the GMPF defined benefit pension scheme was previously reported within the financial statements of Ringway Handling Services Limited (RHSL), a fellow subsidiary undertaking of Manchester Airports Holding Limited. All costs of this pension scheme relating to RHSL are funded by Manchester Airport PLC and therefore it has been deemed more appropriate to report the full liability of the GMPF defined benefit scheme in Manchester Airport PLC.

# 11 Explanation of transition to FRS 102 from old UK GAAP (continued)

# Reconciliation of profit for comparative

Old UK GAAP	of restatement	
		FRS 102
£000	£000	£000
31 109	(140)	31 (31)
140	-	-
1,348 (1,056)	(1,348) 1,056	-
432	(432)	-
(86)	86	-
346	(346)	
	£000  31  109  140  1,348 (1,056)  432  (86)	£000 £000  31

## Notes to the reconciliation of profit for comparative

b) An element of the GMPF defined benefit pension scheme was previously reported within the subsidiary accounts of Ringway Handling Services Limited (RHSL), a fellow subsidiary undertaking of Manchester Airports Holding Limited. All costs of this pension scheme relating to RHSL are funded by Manchester Airport PLC and therefore it has been deemed more appropriate to report the full liability of the GMPF defined benefit scheme in Manchester Airport PLC.