

VA Cargo Limited

Directors' report and financial statements

31 December 2014

Registered number: 02645535

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Directors' report and financial statements

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Strategic report

Registered number: 2645535

The directors present their annual report and the audited financial statements of VA Cargo Limited ("the Company") for the year ended 31 December 2014.

Change in accounting reference date

During the prior period the directors took the decision to change the accounting reference date of VA Cargo Limited from 28 February to 31 December. The decision was taken in order to align with the accounting reference date of the Virgin Group of Companies. Comparative balances are therefore for the 10 months ended 31 December 2013.

Principal activities

The principal activity of the Company is the management of air freight operations (and all matters relating thereto, including selling and ground handling) on behalf of third parties.

Business review and key performance indicators

The Company's trading results are stated on page 7 of the financial statements. The directors are satisfied with the Company's financial performance, in a year which has seen continued management focus on the VA Cargo offering, which coupled with the ongoing recovery in the global economy has contributed to an increase, on both a like for like and statutory basis in revenue and profitability.

Turnover for the year was £22,225,301 (*prior period: £17,231,913*). The profit before tax was £1,887,356 (*prior period: £1,399,137*) and the profit after tax was £1,379,319 (*prior period: £1,075,918*).

Management uses a number of key performance indicators (KPI's) to manage the Company; the key metrics used in addition to turnover is freight tonnage, which has also improved from 12.9m (tonnes) to 17.9m on a like for like basis.

Risk review

Principal risks and uncertainties

The highly regulated and commercially competitive environment, together with operational complexity, leaves the Company exposed to a number of significant risks. The focus remains on mitigating these risks at all levels in the business, although many remain outside the Company's control such as government regulation, taxes, terrorism, adverse weather, pandemics and availability of funding from the financial markets.

The directors believe that the risks and uncertainties described below that may have the most significant impact on the Company's long-term performance.

Business and operational risks

Brand reputation

The strong reputation and loyalty engendered by the Virgin Atlantic brand is a core part of the value of the business. Any damage to the brand caused by any single event or series of events could materially impact customer loyalty and propensity of customers to travel and so adversely affect the business

The Company regularly monitors customer satisfaction through monthly customer surveys, alongside on-going research and development of the product, in order to mitigate this risk. The Company allocates substantial resources to safety, operational integrity, on-board product and new aircraft to maintain its strong brand position.

Economic conditions

The Company's operations are particularly sensitive to economic conditions in the markets in which it operates. A global economic slowdown may adversely affect the demand for cargo services which could result in a material adverse impact on the Company's financial performance.

The Company produces a regular revenue forecast which is reviewed by management and appropriate actions taken.

Strategic report (continued)

Registered number: 2645535

Risk review (continued)

Business and operational risks (continued)

Government intervention

Regulation of the aviation industry is increasing and covers many of the Company's activities including safety, security, route flying rights, airport slot access, environmental controls and government taxes and levies. The ability to both comply with and influence any changes in these regulations is critical to maintaining operational and financial performance.

Safety, terrorism and security incidents

The Company is impacted by the effect of terrorism on the aviation industry; as a result the Company ensures that the safety of passengers, crew and staff is at the heart of its business. Failure to respond to terrorism or security incidents may adversely impact operations and financial performance. The Company adopts a holistic approach to security, with the Corporate Security team having overall responsibility for security matters linked to aviation, border security, cargo, facilities, IT, personnel and asset protection.

To ensure the robustness of its security regime, the Company operates a self-inspection and test programme. Joint audits and inspections are also conducted with regulators. Regulated compliance performance is monitored by way of a dedicated scorecard reviewed at the Safety and Security Review Board.

In view of the on-going targeting by terrorist of civil aviation and the potential impacts of global geopolitical events, much focus is placed on threat monitoring and assessment to ensure the Company has the most current and accurate data to make informed judgements about the security of our human and physical assets.

Failure of a critical IT system

The Company is dependent on IT systems for most of the principal business processes. The failure of a key system through either internal or external threat may cause significant disruption to operations or result in lost revenue. System controls, disaster recovery and business continuity arrangements exist to mitigate the risk of a critical system failure.

Key supplier risk

The Company is dependent on suppliers for some principal business processes. The failure of a key supplier to deliver contractual obligations may cause significant disruption to operations. A close relationship is maintained with key suppliers in order to ensure awareness of any potential supply chain disruption.

Financial risk management

The directors are responsible for setting financial risk management policies and objectives, and approve the parameters within which the various aspects of financial risk management are operated.

The Company is a subsidiary of the Virgin Atlantic Limited ("Group"). The Group's Fuel and Foreign Currency Risk Management policy, which has been approved by the directors; outlines the Group's approach to corporate and asset financing, interest rate risk, fuel price risk, foreign exchange risk and cash and liquidity management. The directors have delegated powers for treasury risk management to the Financial Risk Committee. This Committee ensures that the treasury policies and objectives approved by the directors are fully implemented.

Strategic report (continued)

Registered number: 2645535

Compliance and regulatory

Compliance with competition, anti-bribery and corruption law

The Group is exposed to the risk of unethical behaviour by employees resulting in fines or losses to the Group. The Group has comprehensive policies and training schemes in place to educate all appropriate staff.

Compliance with regulatory authorities

The Group is exposed to regulation across its network, including the Civil Aviation Authority (CAA). The CAA authorises the Group to continue its activities following assessments of fitness and financial criteria, the broad framework of which is available via the CAA website (www.caa.co.uk).

The strategic report was approved by the Board of Directors on 2 April 2015 and signed on its behalf by



Ian de Sousa
Company Secretary

Company Secretariat
The Office, Manor Royal
Crawley, West Sussex
RH10 9NU

Directors' report

Registered number: 2645535

Directors and directors' interests

The directors who held office during the year and up to the date of this report were as follows:

Craig Kreeger	
Shai Weiss	(appointed 7 July 2014)
Timothy Livett	(resigned 7 July 2014)

Dividends

The directors do not recommend the payment of a dividend (*prior period: £nil*).

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.

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 in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

The directors' report was approved by the Board of Directors on 2 April 2015 and signed on its behalf by:



Ian de Sousa
Company Secretary

Company Secretariat
The Office, Manor Royal
Crawley, West Sussex
RH10 9NU

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 Company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 their profit or loss 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 its 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.



Independent auditor's report to the members of VA Cargo Limited

We have audited the financial statements of VA Cargo Limited for the year ended 31 December 2014 set out on pages 7 to 13. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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 auditors

As explained more fully in the directors' responsibilities statement set out on page 5, 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 (APB'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. If we become aware of any apparent material misstatements or inconsistencies we consider the implications in the 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 December 2014 and of the Company's profit 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.

Matters on which we are required to report by exception

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

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

Jonathan Downer (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL
United Kingdom

2 April 2015

Profit and loss account

for the year ended 31 December 2014

	Note	For the year ended 31 December 2014 £	For the 10 month period ended 31 December 2013 £
Turnover	1	22,225,301	17,231,913
Cost of sales		(20,334,049)	(15,820,477)
Gross profit		1,891,252	1,411,436
Administrative expenses		(3,896)	(12,299)
Profit on ordinary activities before taxation	4	1,887,356	1,399,137
Tax on profit on ordinary activities	5	(508,037)	(323,219)
Profit for the financial year/period	10	1,379,319	1,075,918

There are no recognised gains or losses other than the profit for the current financial year and preceding financial period.
 The profit for the year arises from continuing activities.

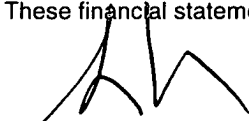
The notes on pages 9 to 13 form part of these financial statements.

Balance sheet

at 31 December 2014

	Note	As at 31 December 2014 £	As at 31 December 2013 £
Current assets			
Debtors: amounts falling due within one year	6	6,043,354	4,230,689
		<u>6,043,354</u>	<u>4,230,689</u>
Creditors: amounts falling due within one year	7	(1,502,423)	(1,069,077)
		<u></u>	<u></u>
Net current assets		4,540,931	3,161,612
		<u></u>	<u></u>
Net assets		4,540,931	3,161,612
		<u></u>	<u></u>
Capital and reserves			
Called up share capital	8	2	2
Profit and loss account	9	4,540,929	3,161,610
		<u></u>	<u></u>
Total shareholders' funds	10	4,540,931	3,161,612
		<u></u>	<u></u>

These financial statements were approved by the Board of Directors 2 April 2015 and were signed on its behalf by:



Shai Weiss
 Director

The notes on pages 9 to 13 form part of these financial statements.

Notes

(forming part of the financial statements)

1 Principal accounting policies

The following accounting policies have been applied consistently in dealing with matters which are considered material in relation to the financial statements of the Company.

(a) Basis of preparation

The financial statements have been prepared on the going concern basis under the historical cost convention and in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards.

The VA Cargo Limited board of directors having regard to the principle risks and uncertainties which could impact the business consider that the preparation of the financial statements on a going concern basis remains appropriate.

Under Financial Reporting Standard 1 (Revised), the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking of Virgin Atlantic Limited (formerly known as Virgin Atlantic (Holdings) Limited). The Company's cash flows are included within the consolidated cash flow statement of this company.

During the period ended 31 December 2013, the directors took the decision to change the accounting reference date of the Company from 28 February to 31 December. The decision was taken in order to align with the new accounting reference date of the Virgin Group of Companies. Comparative balances are therefore for the 10 months ended 31 December 2013.

(b) Turnover

Turnover comprises revenue arising from the provision of cargo services in respect of flights operated in the accounting period.

(c) Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction or, if hedged, at the forward contract rate. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date or, if appropriate, at the forward contract rate. All exchange differences are included in the profit and loss account.

(d) Taxation including deferred tax

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

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Notes *(continued)*

2 Staff numbers

The Company did not employ any staff during the year ended 31 December 2014 (*prior period: nil*).

3 Emoluments of directors

The directors did not receive any emoluments for the year ended 31 December 2014 (*prior period: £nil*).

4 Profit on ordinary activities before taxation

	For the Year ended 31 December 2014 £	For the 10 month period ended 31 December 2013 £
<i>Profit on ordinary activities before taxation is stated after charging:</i>		
Auditors' remuneration for audit services	4,245	7,100
Management charge	1,672,872	1,297,026
	<u> </u>	<u> </u>

Fees payable to the Company's auditor and its associates for services other than the statutory audit of the Company and subsidiaries are not disclosed in the Company's financial statements since the consolidated financial statements of the Company's parent, Virgin Atlantic Limited, disclose non-audit fees on a consolidated basis.

Notes *(continued)*

5 Tax on profit on ordinary activities

Analysis of charge in year/period

	For the year ended 31 December 2014 £	For the 10 month period ended 31 December 2013 £
Current tax		
Amounts payable in respect of group relief	405,652	323,219
Adjustments in relation to prior years	35,877	-
Overseas tax paid	66,508	-
Total current tax	<u>508,037</u>	<u>323,219</u>

The standard rate of UK corporation tax for the year is 21.5% (*prior period: 23%*). The actual current tax charge for the year differs from that computed by applying the standard tax rate to the profit on ordinary activities before tax as reconciled below:

	For the year ended 31 December 2014 £	For the 10 month period ended 31 December 2013 £
Profit on ordinary activities before taxation	1,887,356	1,399,137
Tax at the standard rate at 21.5% (<i>prior period: 23%</i>)	405,782	321,802
Factors affecting the charge for the year/period:		
Effect of rate change	(130)	1,417
Adjustments in relation to prior years	35,877	-
Overseas tax paid	66,508	-
Total current tax	<u>508,037</u>	<u>323,219</u>

The 2013 Budget on 20 March 2013 announced that the UK corporation tax rate will reduce to 20% by 1 April 2015. The reduction in the rate from 23% (effective 1 April 2013) to 21% (effective from 1 April 2014) and then from 21% (effective from 1 April 2014) to 20% (effective 1 April 2015) were substantively enacted on 2 July 2013.

6 Debtors

Amounts falling due within one year

	As at 31 December 2014 £	As at 31 December 2013 £
Amounts owed by group undertaking	6,030,520	4,217,856
Other debtors	12,834	12,833
	<u>6,043,354</u>	<u>4,230,689</u>

Notes *(continued)*

7 Creditors

Amounts falling due within one year

	As at 31 December 2014 £	As at 31 December 2013 £
Accruals and deferred income	3,691	3,600
Group relief payable	1,465,478	1,065,477
Corporation tax	33,254	-
	<u>1,502,423</u>	<u>1,069,077</u>

8 Share capital

	As at 31 December 2014 £	As at 31 December 2013 £
Authorised		
Ordinary shares of £1 each	1,000	1,000
	<u> </u>	<u> </u>
Allotted, called up and fully paid		
Ordinary shares of £1 each	2	2
	<u> </u>	<u> </u>

9 Reserves

	Profit and loss account £
Balance at 1 January 2014	3,161,610
Profit for the financial year	1,379,319
	<u> </u>
Balance at 31 December 2014	<u>4,540,929</u>

10 Reconciliation of movements in shareholders' funds

	As at 31 December 2014 £	As at 31 December 2013 £
Profit for the financial year	1,379,319	1,075,918
	<u>1,379,319</u>	<u>1,075,918</u>
Movement in shareholders' funds		
Opening shareholders' funds	3,161,612	2,085,694
	<u> </u>	<u> </u>
Closing shareholders' funds	<u>4,540,931</u>	<u>3,161,612</u>

Notes *(continued)*

11 Related party transactions

As at 31 December 2014, the Company's ultimate parent company was Virgin Group Holdings Limited, whose principal shareholders are Sir Richard Branson and certain trusts, none of which individually has a controlling interest in Virgin Group Holdings Limited. The principal beneficiaries of those trusts are Sir Richard Branson and/or his immediate family. The shareholders of Virgin Group Holdings Limited have interests directly or indirectly in certain other companies, which are considered to give rise to related party disclosures under Financial Reporting Standard 8.

The Company, being a wholly owned subsidiary undertaking at 31 December 2014 of Virgin Atlantic Limited, has taken advantage of the exemption contained in Financial Reporting Standard 8 and has therefore not disclosed transactions with wholly owned members of the same group.

The Company has been granted a royalty-free trademark sub-licence from Virgin Atlantic Airways Limited. For the financial year ended 31 December 2014 Virgin Atlantic Airways Limited has to pay royalties to a fellow subsidiary of Virgin Atlantic Limited based on its Group revenue, which includes that of the Company.

There are no other material transactions and balances by the Company with related entities, which are required to be disclosed by Financial Reporting Standard 8.

12 Ultimate holding company

As at 31 December 2014 the directors consider the ultimate holding company to be Virgin Group Holdings Limited, a company registered in the British Virgin Islands.

As at 31 December 2014, the largest group in which the results of the Company are consolidated is that headed by Virgin Wings Limited, a company registered in England and Wales.

As at 31 December 2014, the smallest group in which the results of the Company are consolidated is that headed by Virgin Atlantic Airways Limited, a company registered in England and Wales.

Copies of the consolidated financial statements for both Virgin Wings Limited and Virgin Atlantic Airways Limited, together with those for Virgin Atlantic Limited may be obtained from the Registrar of Companies, Companies House, Crown Way, Cardiff, CF14 3UZ.