

Company Registration No. 02755077 (England and Wales)

**IW Group Services (UK) Limited**  
**Directors' Report and Financial Statements**  
**For the Year Ended 31 December 2018**



# **IW GROUP SERVICES (UK) LIMITED**

## **COMPANY INFORMATION**

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### **DIRECTORS**

PDE Gibson  
R Morris

### **COMPANY NUMBER**

02755077 (England and Wales)

### **REGISTERED OFFICE**

1 Burwood Place  
London  
W2 2UT

### **AUDITORS**

KPMG  
Chartered Accountants and Statutory Auditor  
The Soloist Building  
1 Lanyon Place  
Belfast  
BT1 3LP

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# IW GROUP SERVICES (UK) LIMITED

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# **IW GROUP SERVICES (UK) LIMITED**

## **STRATEGIC REPORT**

### **FOR THE YEAR ENDED 31 DECEMBER 2018**

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The directors present the strategic report and financial statements for the year ended 31 December 2018.

#### **PRINCIPAL ACTIVITY**

The company's principal activity is the provision of management services to the IWG (UK) group of companies.

#### **REVIEW OF BUSINESS**

The results for the company show a profit before tax of £2,552,000 (2017 £6,321,000) for the year and turnover of £22,655,000 (2017 £19,020,000).

#### **PRINCIPAL RISKS AND UNCERTAINTIES**

There are a number of risks and uncertainties which could have an impact on the company's long term performance. The company has a risk management structure in place to identify, manage and mitigate business risks. Risk assessment and evaluation is an essential part of the planning, budgeting and forecasting cycle.

The directors have identified that the principal risks and uncertainties affecting the company are an economic downturn in the market and exposure to movements in the property market. Further discussion of these risks and uncertainties, in the context of IWG plc group as a whole, is provided in the group's annual report which does not form part of this report.

#### **FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The objectives, policies and strategies applied by the company with respect to financial instruments are determined by IWG plc. Exposure to credit, interest rate and currency risk arise in the normal course of business. The principal financial instruments used by the company to finance its operations are cash and loans.

#### **CREDIT RISK**

A diversified customer base and requirement for customer deposits and payments in advance on workstation contracts minimises the company's exposure to customer credit risk.

Cash assets, borrowings and derivative financial instruments are only transacted with counterparties of sound credit ratings, and management does not expect any counterparty to fail to meet its obligations.

#### **INTEREST RATE RISK**

At 31 December 2018 there was £102,269,000 (2017: £129,717,000) of amounts on loan to parent and fellow subsidiary companies. Surplus cash balances are loaned to group companies at commercial rates of interest in order to achieve maximum interest returns.

#### **FOREIGN CURRENCY RISK**

The company's exposure to currency risk at a transactional level is minimal as the majority of day to day transactions are carried out in pounds sterling.

#### **DERIVATIVE FINANCIAL INSTRUMENTS**

There were no derivative financial instruments outstanding at 31 December 2018 or 31 December 2017.

# **IW GROUP SERVICES (UK) LIMITED**

## **STRATEGIC REPORT (CONTINUED)**

**FOR THE YEAR ENDED 31 DECEMBER 2018**

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### **EMPLOYEES**


It is the company's policy to communicate with all employees and to encourage them to take a wider interest in the affairs of the company and the IWG plc group. This is done in a variety of ways including electronic media, in house journals, bulletins and briefing sessions.

The health and safety of employees is of paramount importance. Safety awareness is actively promoted in the working environment and is reviewed from time to time, in the light of good practice and developing legislation.

The company is committed to the principal of equal opportunity in employment, regardless of a person's race, creed, nationality, sex, age, marital status or disability. Employment policies are fair, equitable and consistent with the skills and abilities of the employees and the needs of the company's businesses. These policies ensure that everyone is accorded equal opportunity for recruitment, training and promotion. Where an employee becomes disabled whilst employed by the company every effort is made to allow that person to continue in employment.

The number of employees and their remuneration are set out in note 3 to the financial statements.

On behalf of the board



PDE Gibson

**Director**

20 September 2019

# **IW GROUP SERVICES (UK) LIMITED**

## **DIRECTORS' REPORT**

### **FOR THE YEAR ENDED 31 DECEMBER 2018**

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The directors present their annual report and financial statements for the year ended 31 December 2018.

#### **RESULTS AND DIVIDENDS**

The results for the year are set out on page 7.

The total distribution of dividends for the year ended 31 December 2018 was £1,810,000 (2017: £11,750,000).

#### **FUTURE DEVELOPMENTS**

The directors are cautiously optimistic about future financial performance. The company continues to benefit from being part of the IWG plc Group, and expects to continue to drive occupancy improvements through higher enquiries and conversion levels. Costs continue to be monitored closely and will be managed at a level which ensures they remain appropriate for forecast activity levels.

#### **DIRECTORS**

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

PDE Gibson

R Morris

#### **POLITICAL CONTRIBUTIONS**

The company made no political contributions in the year ended 31 December 2018 or the year ended 31 December 2017.

#### **EVENTS SINCE THE END OF THE YEAR**

Information relating to events since the end of the year is given in the notes to the financial statements.

#### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with FRS 101 Reduced Disclosure Framework. 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 its 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 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; and
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the assets, liabilities, financial position and profit or loss of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal controls as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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. The directors are also responsible for preparing a directors' report that complies with the requirements of the Companies Act 2006.

# **IW GROUP SERVICES (UK) LIMITED**

## **DIRECTORS' REPORT (CONTINUED)**

**FOR THE YEAR ENDED 31 DECEMBER 2018**

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### **STATEMENT OF DISCLOSURE TO AUDITOR**

The directors who held office at the date of approval of the Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

### **AUDITORS**

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be re-appointed and KPMG will therefore continue in office.

On behalf of the board



PDE Gibson

**Director**

20 September 2019



**KPMG  
Audit**  
The Soloist Building  
1 Lanyon Place  
Belfast BT1 3LP  
Northern Ireland

Telephone +44 28 9024 3377  
Fax +44 28 9089 3893  
Internet [www.kpmg.ie](http://www.kpmg.ie)

## Independent auditor's report to the members of IW Group Services (UK) Limited

### 1 Report on the audit of the financial statements

#### **Opinion**

We have audited the financial statements of IW Group Services (UK) Limited ('the Company') for the year ended 31 December 2018; which comprise the Profit and Loss Account and Other Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and related notes, including the summary of significant accounting policies set out in note 1. The financial reporting framework that has been applied in their preparation is UK Law and FRS 101 *Reduced Disclosure Framework*.

In our opinion, the accompanying financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with FRS 101 *Reduced Disclosure Framework*; and
- have been properly 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 *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with ethical requirements that are relevant to our audit of financial statements in the UK, including the Financial Reporting Council (FRC)'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.

#### **We have nothing to report on going concern**

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.

#### **Other information**

The directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the directors' report. The financial statements and our auditor's report thereon do not comprise part of the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

A list of Partners' names is available for inspection at the above address.

KPMG, an Irish partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity

Offices: Dublin, Belfast, Cork and Galway

KPMG is authorised by Chartered Accountants Ireland to carry on Investment Business.





## Independent auditor's report to the members of IW Group Services (UK) Limited (continued)

Based solely on our work on the other information:

- we have not identified material misstatements in the directors' report;
- in our opinion, the information given in the directors' report is consistent with the financial statements;
- in our opinion, the directors' report has been prepared in accordance with the Companies Act 2006.

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

Under the Companies Act 2006 we are required 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.

We have nothing to report in regard to these matters.

## **2 Respective responsibilities and restrictions on use**

### ***Responsibilities of directors for the financial statements***

As explained more fully in the directors' responsibilities statement set out on page 4, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

### ***Auditor's 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 auditor's 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

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities)

### ***The purpose of our audit work and to whom we owe our responsibilities***

Our 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.

Tom McEvoy (Senior Statutory Auditor)  
for and on behalf of KPMG  
Chartered Accountants and Statutory Auditor

The Soloist Building  
1 Lanyon Place  
Belfast  
BT1 3LP

20 September 2019

# IW GROUP SERVICES (UK) LIMITED

## PROFIT AND LOSS ACCOUNT AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2018

	Notes	2018 £'000	2017 £'000
<b>TURNOVER</b>	<b>2</b>	<b>22,655</b>	<b>19,020</b>
Cost of sales		<b>(4,468)</b>	<b>(1,355)</b>
<b>GROSS PROFIT</b>		<b>18,187</b>	<b>17,665</b>
Administrative expenses		<b>(15,828)</b>	<b>(11,497)</b>
		<b>2,359</b>	<b>6,168</b>
Other operating income		<b>21</b>	<b>65</b>
<b>OPERATING PROFIT</b>	<b>7</b>	<b>2,380</b>	<b>6,233</b>
Exceptional items	<b>4</b>	<b>(262)</b>	<b>(26)</b>
		<b>2,118</b>	<b>6,207</b>
Interest receivable and similar income	<b>5</b>	<b>435</b>	<b>132</b>
Interest payable and similar expenses	<b>6</b>	<b>(1)</b>	<b>(18)</b>
<b>PROFIT BEFORE TAXATION</b>		<b>2,552</b>	<b>6,321</b>
Tax on profit	<b>8</b>	<b>-</b>	<b>10</b>
<b>PROFIT FOR THE FINANCIAL YEAR</b>		<b>2,552</b>	<b>6,331</b>
<b>OTHER COMPREHENSIVE INCOME</b>		<b>-</b>	<b>-</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>2,552</b>	<b>6,331</b>

The notes set out on pages 10 to 22 form part of these financial statements.

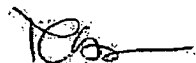
# IW GROUP SERVICES (UK) LIMITED

## BALANCE SHEET

AS AT 31 DECEMBER 2018

	Notes	2018 £'000	2017 £'000
<b>FIXED ASSETS</b>			
Tangible fixed assets	10	1,036	661
<b>CURRENT ASSETS</b>			
Debtors	11	141,365	149,543
Cash at bank and in hand		1,528	1,009
		<b>142,893</b>	<b>150,552</b>
<b>CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>			
Creditors	12	142,411	150,437
<b>NET CURRENT ASSETS</b>		<b>482</b>	<b>115</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>1,518</b>	<b>776</b>
<b>NET ASSETS</b>		<b>1,518</b>	<b>776</b>
<b>CAPITAL AND RESERVES</b>			
Share capital	13	-	-
Profit and loss reserves		1,518	776
<b>SHAREHOLDER FUNDS</b>		<b>1,518</b>	<b>776</b>

The financial statements were approved by the board of directors and authorised for issue on 20 September 2019 and are signed on its behalf by:



PDE Gibson  
Director

Company Registration No. 02755077 (England and Wales)

The notes set out on pages 10 to 22 form part of these financial statements.

# IW GROUP SERVICES (UK) LIMITED

## STATEMENT OF CHANGES IN EQUITY

**FOR THE YEAR ENDED 31 DECEMBER 2018**

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	<b>Profit and loss reserves £'000</b>	<b>Total equity £'000</b>
<b>Balance at 1 January 2017</b>	6,195	6,195
<b>Changes in equity</b>		
Total comprehensive income for the year	6,331	6,331
Dividends - transactions with owners recorded directly in equity	(11,750)	(11,750)
<b>Balance at 31 December 2017</b>	<u>776</u>	<u>776</u>
<b>Changes in equity</b>		
Total comprehensive income for the year	2,552	2,552
Dividends - transactions with owners recorded directly in equity	(1,810)	(1,810)
<b>Balance at 31 December 2018</b>	<u><u>1,518</u></u>	<u><u>1,518</u></u>

The notes set out on pages 10 to 22 form part of these financial statements:

# IW GROUP SERVICES (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018

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### 1 ACCOUNTING POLICIES

#### Company information

IW Group Services (UK) Limited is a private company incorporated, domiciled and registered in England and Wales. The registered office is 1 Burwood Place, London, W2 2UT.

#### Basis of preparation

The financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes the amendment where necessary in order to comply with the Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's ultimate parent undertaking, IWG plc includes the Company in its consolidated financial statements. The consolidated financial statements of IWG plc 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 the Company's website [www.iwgplc.com](http://www.iwgplc.com) or from the IWG plc registered office, 22 Grenville Street, St Helier, Jersey, JE4 8PX.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital, and tangible fixed assets;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- Disclosures in respect of the compensation of Key Management Personnel;
- Disclosure of transactions with a management entity that provides key management personnel services to the Company; and
- The effects of new but not yet effective IFRSs.

As the consolidated financial statements of IWG plc include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

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

Management have assessed that there are no estimates or judgements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities recognised in the financial statements.

#### Measurement convention

The financial statements are prepared on the historical basis.

# IW GROUP SERVICES (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

### 1 ACCOUNTING POLICIES

(Continued)

#### Changes in accounting policies

The Company has changed its accounting policies in these financial statements in the areas outlined below.

The following standards were adopted by the Company in these financial statements:

- IFRS 15: Revenue from Contract with Customers
- IFRS 9: Financial Instruments

The accounting policies set out above have been applied consistently to all periods presented in these financial statements. Amendments to adopted IFRSs issued by the International Accounting Standards Board (IASB) and the International Financial Reporting Interpretations Committee (IFRIC) with an effective date from 1 January 2018 did not have a material effect on the Company's financial statements.

#### Impact of the adoption of IFRS 15

IFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaced existing revenue recognition guidance, including IAS 18 Revenue, IAS 11 Construction Contracts and IFRIC 13 Customer Loyalty Programmes.

The Company is involved in the provision of flexible workspace, as well as performing related services. Revenue from the provision of these services to customers is measured at the fair value of consideration received or receivable (excluding sales taxes). Where rent-free periods are granted to customers, rental income is spread on a straight-line basis over the length of the customer contract. The services performed are based on the list price at which the Company provides the contracted services.

Based on the Company's assessment, the fair value of the service performed under IAS 18 and the timing of revenue recognised are consistent with IFRS 15. Therefore, the application of IFRS 15 did not result in any differences in the timing of the performance and the recognition of the revenue, for these services.

#### Impact of the adoption of IFRS 9 – financial assets

IFRS 9 contains a new classification and measurement approach for financial assets that reflects the business model in which assets are managed and their cash flow characteristics. It contains three principal classification categories for financial assets: measured at amortised costs, fair value through other comprehensive income (OCI) and fair value through the profit or loss. The standard eliminates the existing IAS 39 categories of held to maturity, loans and receivables and available for sale.

The new classification requirements didn't have a material impact on any of the Company's accounting balances.

#### Impact of the adoption of IFRS 9 – financial liabilities

IFRS 9 largely retains the existing requirements in IAS 39 for the classification of financial liabilities. However, under IAS 39 all fair value changes of liabilities designated as at fair value through the profit or loss are recognised in profit or loss, whereas under IFRS 9 these fair value changes are generally presented as follows:

- The amount of change in fair value that is attributable to changes in the credit risk of the liability is presented in other comprehensive income; and
- The remaining amount of change in the fair value is presented in profit or loss.

The Company has not designated any financial liabilities at fair value through the profit or loss and it has no current intention to do so. The Company's adoption of IFRS 9 did not result in any change in the classification of financial liabilities at 1 January 2018. Consequently, there were no adjustments to be recognised in either the income statement or other comprehensive income.

# IW GROUP SERVICES (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

### 1 ACCOUNTING POLICIES

(Continued)

#### Going concern

The company's principal activity is the provision of serviced offices and related services and future developments of the company are set out in the Report of the Directors on page 1. The directors believe the company's funding is likely to be sufficient to meet its day to day working capital requirements and that accordingly it is appropriate to prepare these financial statements on a going concern basis.

#### Turnover

Revenue from the provision of services to customers is measured at the fair value of consideration received or receivable (excluding sales taxes). Where rent free periods are granted to customers, rental income is spread on a straight-line basis over the length of the customer contract.

#### Workstations

Workstation revenue is recognised when the provision for the service is rendered. Amounts invoiced in advance are deferred and recognised as revenue upon provision of the service.

#### Customer service income

Service income (including the rental of meeting rooms) is recognised as services are rendered. In circumstances where the Company acts as an agent for the sale and purchase of goods to customers, only the commission fee earned is recognised as revenue.

#### Management fees

Fees received for the provision of initial and subsequent services are recognised as revenue as the services are rendered. Fees charged for other services provided during the period of the agreement are recognised as revenue as the services are provided.

#### Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets.

Leases in which the Company assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. Where land and buildings are held under leases the accounting treatment of the land is considered separately from that of the buildings. Leased assets acquired by way of finance lease are stated at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, less accumulated depreciation and less accumulated impairment losses. Lease payments are accounted for as described below.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Land is not depreciated. The estimated useful lives are as follows:

Fixtures and fittings - straight line over 5 to 10 years

Computer equipment - straight line over 3 years

Depreciation methods, useful lives and residual values are reviewed at each balance sheet date.

# IW GROUP SERVICES (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

### 1 ACCOUNTING POLICIES

(Continued)

#### Expenses

##### Operating lease payments

Payments(excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease. Lease incentives received are recognised in the profit and loss account as an integral part of the total lease expense.

##### Financial instruments (policy applicable from 1 January 2018)

###### *Recognition and initial measurement*

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

###### *Classification and subsequent measurement – financial assets*

Financial assets are classified as subsequently measured at amortised cost, fair value through the profit or loss or fair value through other comprehensive income (OCI). The classification depends on the nature and purpose of the financial assets and is determined on initial recognition.

Financial assets (including trade and other receivables) are measured at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss are measured at fair value and changes therein, including any interest or dividend income, are recognised in profit or loss.

Financial assets (including trade and other receivables) are measured at fair value through OCI if both of the following conditions are met:

- The financial asset is held within a business model whose objective is achieved by both collecting cash flows and selling financial assets; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

###### *Subsequent measurement and gains and losses*

Financial assets at amortised cost - these assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.



# IW GROUP SERVICES (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

### 1 ACCOUNTING POLICIES

(Continued)

#### **Financial instruments (policy applicable from 1 January 2018) (continued)**

##### *Interest bearing borrowings and other financial liabilities*

Financial liabilities, including interest bearing borrowings, are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, financial liabilities are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest rate method.

The Company derecognises financial liabilities when the Company's obligations are discharged, cancelled or expired.

Financial liabilities are classified as financial liabilities at fair value through profit or loss where the liability is either held for trading or is designated as held at fair value through profit or loss on initial recognition. Financial liabilities at fair value through profit or loss are stated at fair value with any resultant gain or loss recognised in the income statement. The Company has not designated any financial liabilities at fair value through the profit or loss and it has no current intention to do so.

##### *Impairment – financial assets*

IFRS 9 requires the Company to record expected credit losses (ECLs) on all of its financial instruments, either on a 12-month or lifetime basis. The Company applied the simplified approach to trade receivables and recorded the lifetime expected losses.

#### **Financial instruments (policy applicable prior to 1 January 2018)**

##### *Non-derivative financial instruments*

Non-derivative financial instruments comprise trade and other debtors, cash and cash equivalents, loans and borrowings, and trade and other creditors.

##### *Trade and other debtors*

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

##### *Trade and other creditors*

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

##### *Interest-bearing borrowings*

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

# IW GROUP SERVICES (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

### 1 ACCOUNTING POLICIES

(Continued)

#### Financial instruments (policy applicable prior to 1 January 2018) (continued)

##### *Impairment*

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

##### *Impairment of Non-financial assets excluding deferred tax assets*

The carrying amounts of the Company's non-financial assets, other than deferred tax asset, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

# IW GROUP SERVICES (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

### 1 ACCOUNTING POLICIES

(Continued)

#### Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account 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 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 balance sheet date, and any adjustment to tax payable in previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable future taxable profits will be available against which the temporary difference can be utilised.

#### Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

# IW GROUP SERVICES (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

**FOR THE YEAR ENDED 31 DECEMBER 2018**

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### **1 ACCOUNTING POLICIES**

**(Continued)**

#### **Provisions**

A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects risks specific to the liability.

Provision is made for onerous contracts to the extent that the unavoidable costs of meeting the obligations under a contract exceed the economic benefits expected to be delivered, discounted using an appropriate weighted average cost of capital.

The terms of most building leases require the company to make good dilapidation or other damage occurring during the rental period. Due to the nature of the business, centres are maintained to a high standard. Provisions for dilapidations are only made when the company considers that it is likely that the premises will be vacated by the company and it is known that a dilapidation has occurred.

#### **Employee benefits**

##### **Defined contribution plans**

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

##### **Short-term benefits**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

### **2 TURNOVER**

All results are derived from the provision of services to the IWG (UK) group of companies and from the provision of serviced offices and related services in the United Kingdom.

# IW GROUP SERVICES (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2018

#### 3 EMPLOYEES AND DIRECTORS

	2018 £'000	2017 £'000
Wages and salaries	24,156	18,735
Social security costs	2,652	1,838
Pension costs	355	190
	<u>27,163</u>	<u>20,763</u>
Recharged to other UK group companies	<u>(22,704)</u>	<u>(16,212)</u>
	<u>4,459</u>	<u>4,551</u>
Included in administrative and cost of sales expenses		

The average number of employees during the year was as follows:

	2018 Number	2017 Number
Operations	888	797
Sales	9	21
Administration	10	8
	<u>907</u>	<u>826</u>

IW Group Services (UK) Limited recharges payroll costs, in full, to the IWG (UK) group of companies at cost. The average number of persons employed by the Company during the year including directors, analysed by category, was as above.

	2018 £	2017 £
Directors' remuneration	331,010	442,719
Directors' pension contributions to money purchase schemes	<u>22,400</u>	<u>22,400</u>

Information regarding the highest paid director is as follows:

	2018 £	2017 £
Emoluments etc	331,010	442,719
Pension contributions to money purchase schemes	<u>22,400</u>	<u>22,400</u>

The two directors are also directors of other subsidiaries of the IWG (UK) group of companies. As it is not practicable to allocate his remuneration between services as director of each of these subsidiaries, details of PDE Gibson's remuneration are disclosed in the accounts of Regus Business Services Limited. Details of R Morris's remuneration are disclosed in these accounts.

# IW GROUP SERVICES (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

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4	EXCEPTIONAL ITEMS	2018 £'000	2017 £'000
	Exceptional items	<u>262</u>	<u>26</u>

During the year, the company purchased the Occupancy Agreements of business centres at Heathrow Stockley Park, Manchester Cheadle, Harpenden, Welwyn and Great Titchfield Street London for consideration of £262,000.

During the prior year an exceptional expense was recognised of £27,000 in relation to the write-off of an intercompany loan receivable which was no longer deemed recoverable when the counterparty, Farnham Town Hall Exchange Centre Limited, was dissolved.

A gain on disposal of fixed assets of £1,000 was also recognised during the prior year.

5	INTEREST RECEIVABLE AND SIMILAR INCOME	2018 £'000	2017 £'000
	Bank interest	1	-
	Interest receivable from group undertakings	<u>434</u>	<u>132</u>
		<u>435</u>	<u>132</u>

6	INTEREST PAYABLE AND SIMILAR EXPENSES	2018 £'000	2017 £'000
	Other interest payable	<u>1</u>	<u>18</u>

7	EXPENSES AND AUDITORS' REMUNERATION	2018 £'000	2017 £'000
	Included in profit are the following:		
	Auditors' remuneration: Audit of financial statements of group companies	298	314
	Depreciation - owned assets	182	176
	Operating leases - other assets	1	47
	Management fees	<u>2,688</u>	<u>2,619</u>

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# IW GROUP SERVICES (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2018

#### 8 TAXATION

##### Analysis of tax expense

	2018 £'000	2017 £'000
<b>Current tax</b>		
Corporation tax	-	(10)

##### Analysis of tax expense

No liability to UK corporation tax arose for the year ended 31 December 2018.

	2018 £'000	2017 £'000
<b>Reconciliation of effective tax rate</b>		
Profit before taxation	2,552	6,321
Tax using the UK corporation tax rate of 19% (2017 - 19.25%)	485	1,217
Effects of:		
Expenses not deductible in determining taxable profit	105	18
Income not taxable	49	5
Adjustment in respect of prior years	-	(10)
Group relief	(640)	(1,257)
Depreciation in excess of capital allowances	24	27
Other timing differences	(23)	(10)
<b>Taxation charge/(credit) for the year</b>	-	(10)

##### Factors that may affect future and total tax charges

Reduction in the UK Corporation tax rate to 18% (effective 1 April 2020) was enacted on 26 October 2015. Finance Bill 2016 further reduced the 18% rate to 17% from 1 April 2020, following enactment on 6 September 2016. It is expected that this graduated fall in the main corporation tax rate will result in a reduction of the company's future tax charges.

The company has decelerated capital allowances of £1,214,000 at 31 December 2018 (2017: 1,286,000) for which no deferred tax asset has been recognised, on the basis that there is uncertainty with regard to the timing of future taxable profits.

#### 9 DIVIDENDS

	2018 £'000	2017 £'000
Final	1,810	11,750

# IW GROUP SERVICES (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

### 10 TANGIBLE FIXED ASSETS

	Fixtures and fittings £'000	Computer equipment £'000	Total £'000
<b>COST</b>			
At 1 January 2018	1,386	653	2,039
Additions	1,074	56	1,130
Disposals	(614)	-	(614)
At 31 December 2018	1,846	709	2,555
<b>DEPRECIATION</b>			
At 1 January 2018	739	639	1,378
Charge for the year	171	11	182
Eliminated on disposal	(41)	-	(41)
At 31 December 2018	869	650	1,519
<b>NET BOOK VALUE</b>			
At 31 December 2018	977	59	1,036
At 31 December 2017	647	14	661

All tangible fixed assets are owned by the company.

### 11 DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2018 £'000	2017 £'000
Trade debtors	2,975	6,132
Other receivables	3,382	1,961
VAT recoverable	4,342	-
Corporation tax	4,047	1,077
Amounts owed by fellow group undertakings	125,499	140,107
Prepayments and accrued income	1,120	266
	<b>141,365</b>	<b>149,543</b>



# IW GROUP SERVICES (UK) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2018

### 12 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2018 £'000	2017 £'000
Trade creditors	7,695	3,434
Customer deposits	95,324	92,153
VAT payable	-	2,981
Amounts owed to fellow group undertakings	33,260	48,245
Accruals and deferred income	4,852	3,016
Social security and other taxation	790	562
Other creditors	490	46
	<u>142,411</u>	<u>150,437</u>

The intercompany loans are guaranteed by floating charges over its assets, book debt, credit balances, interest in all shares, stocks, debentures, bonds, warrants, coupons or other securities and investments.

### 13 SHARE CAPITAL

Allotted, issued and fully paid:			2018	2017
Number:	Class:	Nominal value:	£	£
100	Ordinary	£1	<u>100</u>	<u>100</u>

### 14 ULTIMATE PARENT COMPANY

The company is a wholly owned subsidiary of IWG Group Holdings S.A.R.L, (formerly known as Umbrella Holdings S.A.R.L.) a company incorporated and registered in Luxembourg.

The largest group in which the results of the Company are consolidated is that headed by IWG plc, a company incorporated in Jersey. The smallest group in which they are consolidated is that headed by Regus plc incorporated in Jersey and registered and domiciled in Luxembourg. No other group financial statements include the results of the Company. The consolidated accounts of IWG plc and Regus plc are available to the public and may be obtained from their respective websites, [www.iwgplc.com](http://www.iwgplc.com) and [www.regus.com](http://www.regus.com).

### 15 EVENTS AFTER THE REPORTING PERIOD

There were no events since the balance sheet date that would require adjustment or disclosure in the financial statements.