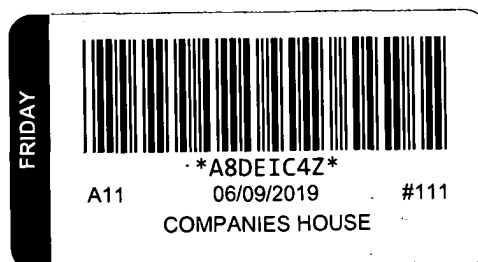


**Company Registration No. 02826284**

**Metroline Limited**

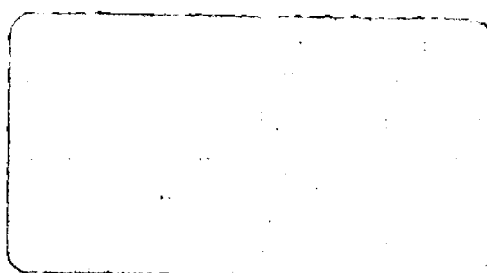
**Annual Report and Financial Statements  
for the year ended 31 December 2018**



# **Metroline Limited**

## **Annual Report and Financial Statements for the year ended 31 December 2018**

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# **Metroline Limited**

## **Corporate Information for the year ended 31 December 2018**

### **Directors**

Lim Jit Poh  
Kua Hong Pak (resigned 1 January 2018)  
Yang Ban Seng  
Jaspal Singh (resigned 30 September 2018)  
Gan Juay Kiat (appointed 24 October 2018 and resigned 27 March 2019)  
Sean O'Shea (appointed 1 October 2018)

### **Company Secretary**

Ishai Novick

### **Registered office**

ComfortDelGro House  
329 Edgware Road  
Cricklewood  
London  
NW2 6JP

### **Bankers**

Barclays Bank PLC  
1 Churchill Place  
London E14 5HP

OCBC Bank  
8th Floor, Aldermay House  
10-15 Queen Street  
London EC4N 1TX

DBS Bank Ltd  
4th Floor, Paternoster House  
65 St Paul's Churchyard  
London EC4M 8AB

### **Solicitors**

Teacher Stern LLP  
37-41 Bedford Row  
London WC1R 4JH

### **Actuaries**

First Actuarial LLP  
2nd Floor  
The Square  
Basing View  
Basingstoke  
Hampshire RG21 4EB

### **Auditor**

Deloitte LLP  
Statutory Auditor  
London

# **Metroline Limited**

## **Strategic report**

The Directors, in preparing this Strategic report, have complied with s414C of the Companies Act 2006.

This Strategic report has been prepared for the Group as a whole and therefore gives greater emphasis to those matters which are significant to the Group and its subsidiary undertakings when viewed as a whole.

### **Activities**

The Group's principal activity during the year continued to be the provision of road passenger transport services, principally in London through operating tendered Transport for London ("TfL") routes.

### **Financial results and future prospects**

As shown in the Group's consolidated income statement on page 9, the Group's revenue has decreased in the year by £3.8m (1%) and profit after tax decreased by £6.9m (31.7%) as a result of the impact on London Bus Revenue from competitive tendering pressures reducing contract pricing and the volume of work.

The Group's statement of financial position on page 11 and page 12 shows the Group's net asset position at £227m at the end of the year (2017: £215m).

The average staff numbers decreased by 2.3% over the year, averaging 5,442 in 2018 (2017: 5,569) although ending the year lower at 5,410 reflecting the reduction in staff required to operate the lower volume of business.

The results of the Group for the year ended 31 December 2018 show a pre-tax profit of £18,213,000 (2017: £26,782,000) and revenue of £376,175,000 (2017: £380,016,000). The Group has net assets of £226,592,000 (2017: £215,120,000).

### **Future outlook**

The Group intends to continue the provision of passenger transport services. Expansion may be achieved through tendering for Transport for London ("TfL") contracts, as they become available, and launching new commercial services and journeys in the unregulated market.

### **Principal risks and uncertainties**

Competitive pressure in the regulated London market is a continuing risk for the Group, which could result in it losing routes to its key competitors. The Group manages this risk by constantly striving to improve the quality of its services, extending route contracts for a further two years, where permissible by TfL and acceptable financial returns can be achieved, and by having a spread of route contracts with varying expiry dates.

The number and size of insurance claims falling within the Company's self-insured excess and policy terms with these risks managed through passenger and employee safety programs. The group self-insures its fleet of buses against claims in respect of traffic accidents, subject to an overall annual limit to its liability. The directors have recognised as a liability in the accounts the undiscounted financial impact of the expected resolution of any outstanding claims on the basis of information currently available. The vast majority of claims are likely to be settled within five years although in a small number of cases it may take significantly longer for the final amount of liability to be established.

# Metroline Limited

## Strategic report (continued)

### Key Performance Indicators

The overall performance of the business is measured in financial terms in conjunction with non-financial metrics that are used in assessing operational performance.

Financial	2018	2017
Turnover (£ms)	376.2	380.0
Operating Profit (£ms)	18.5	26.9
Operating Profit Margin (%)	4.9%	7.1%

Non-Financial	2018	2017	Definition
Operated Mileage	99.44%	99.54%	Level of mileage under contract delivered
Net Route Awards	+3	+5	New Routes awarded net of routes lost through tendering

The operated mileage performance marginally dropped against prior year as a result of a higher level of mechanical lost mileage.

Eight new routes commenced their 5-year term in the year, whilst five existing contracts were lost demonstrating the competitive nature of the London tendering market.

### Financial risk management

The Group's principal financial assets are bank balances and trade receivables. The Group's credit risk is primarily attributable to its trade receivables. The Group has a small number of trade receivables and as such has a high concentration of credit risk with these customers. However, the Directors feel that the credit risk of the trade receivables is low because the main receivables are United Kingdom government bodies. The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies. Details of complex financial instruments can be found in note 20 of the financial statements.

### Going concern

The Directors have a reasonable expectation that the Company and Group have adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the financial statements.

Further details regarding the adoption of the going concern basis can be found in the accounting policy note 2.

### Post balance sheet events

There have been no significant events affecting the group since the year end.

### Approval

This report was approved by the Board of Directors on 16<sup>th</sup> July 2019 and signed on its behalf by:



Sean O'Shea  
Director

16<sup>th</sup> July 2019

# Metroline Limited

## Directors' report

The Directors present their annual report and the audited financial statements for the year ended 31 December 2018. Details of the Group's financial risk management objectives and policies and likely future developments can be found in the Strategic Report respectively and form part of this report by cross-reference.

### Environment

Metroline Limited recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the Group's activities.

### Directors

Details of the current directors are given on page 1. Qualifying third party indemnity insurance was provided to the Directors and Officers of Metroline Limited for the entire period covered by these financial statements by the Company's ultimate parent company (see Note 23). This cover has continued to the date of approval of these financial statements.

### Disabled employees

The Group's policy in respect of disabled persons is that their applications for employment are always fully and fairly considered, bearing in mind the abilities of the applicant concerned. In the event of a member of staff becoming disabled, every effort is made to ensure that employment with the company continues and where necessary appropriate training is arranged. It is the Group's policy that training, career development and promotion of disabled persons should, as far as possible, be identical to that of all other employees in similar gradings.

### Employee consultation

The Directors and Managers of the Group companies place considerable value on the consultative meetings with employees. Information on matters affecting employees and on various factors affecting the performance of the company is disseminated through meetings, newsletters and training programmes. Employees' representatives are consulted regularly on a wide range of matters affecting employees' current and future interests.

### Dividends

The directors do not recommend payment of a dividend (2017: nil).

### Auditor

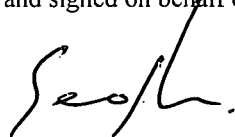
Deloitte LLP have expressed their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

In the case of each of the persons who are Directors of the company at the date when this report was approved:

- so far as each of the Directors is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the company's auditor is unaware; and
- each of the Directors has taken all the steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information (as defined) and to establish that the company's auditor is aware of that information.

This information is given and should be interpreted in accordance with the provisions of s.418(2) of the Companies Act 2006.

Approved by the Board of Directors  
and signed on behalf of the Board



Sean O'Shea  
Director

16 July 2019

# **Metroline Limited**

## **Directors' responsibilities statement**

The directors are responsible for preparing the Annual 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 group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and the parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 '*Reduced Disclosure Framework*' (FRS101). 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 the parent company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

In preparing the Group financial statements, International Accounting Standard 1 requires that directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# **Metroline Limited**

## **Independent auditor's report to the members of Metroline Limited**

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

#### **Opinion**

In our opinion:

- the financial statements of Metroline Limited (the 'parent company') and its subsidiaries (the 'group') give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2018 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the consolidated income statement;
- the consolidated statement of comprehensive income;
- the consolidated and parent company statements of financial position;
- the consolidated and parent company statements of changes in equity;
- the consolidated cash flow statement; and
- the related notes 1 to 24.

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and IFRSs as adopted by the European Union. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

#### **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 group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the '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.

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

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.



## **Metroline Limited**

### **Independent auditor's report to the members of Metroline Limited (continued)**

#### **Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

#### **Responsibilities of directors**

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

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent 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 further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

## **Metroline Limited**

### **Independent auditor's report to the members of Metroline Limited (continued)**

#### **Report on other legal and regulatory requirements**

##### **Opinions on other matters prescribed by the Companies Act 2006**

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

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

In the light of the knowledge and understanding of the group and of the parent company and their environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

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

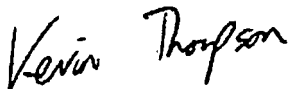
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.

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

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



Kevin Thompson (Senior statutory auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
London, United Kingdom  
16 July 2019

# Metroline Limited

## Consolidated income statement Year ended 31 December 2018

	Notes	2018 £'000	2017 £'000
<b>Continuing operations</b>			
Revenue	3	376,175	380,016
Cost of sales		(329,663)	(325,778)
<b>Gross profit</b>		46,512	54,238
Administrative expenses		(27,984)	(27,385)
<b>Operating profit</b>	5	18,528	26,853
Finance income	6	2,184	2,171
Finance costs	7	(2,499)	(2,242)
<b>Profit before taxation</b>		18,213	26,782
Income tax expense	8	(3,344)	(5,016)
<b>Profit for the year</b>		14,869	21,766
Attributable to: Shareholders of the Company		14,869	21,766

# Metroline Limited

## Consolidated statement of comprehensive income Year ended 31 December 2018

	Notes	2018 £'000	2017 £'000
Profit for the year		14,869	21,766
<i>Items that will not be reclassified subsequently to profit or loss:</i>			
Actuarial adjustment on defined benefit pension schemes	21	(3,332)	3,693
Deferred tax credit/(charge) on actuarial adjustment	8b,17	316	(910)
		<u>(3,016)</u>	<u>2,783</u>
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Fair value adjustment on cash flow hedges	20	(459)	-
Deferred tax credit on fair value adjustment on cash flow hedges	8b,17	78	-
		<u>(381)</u>	<u>-</u>
Other comprehensive (loss)/income for the year		<u>(3,397)</u>	<u>2,783</u>
Total comprehensive income for the year		<u><u>11,472</u></u>	<u><u>24,549</u></u>
<b>Attributable to:</b>			
Shareholders of the Company		<u><u>11,472</u></u>	<u><u>24,549</u></u>

# Metroline Limited

## Consolidated statement of financial position As at 31 December 2018

	Notes	2018 £'000	2017 £'000
<b>Assets</b>			
<b>Non-current assets</b>			
Goodwill	9	49,280	49,280
Property, plant and equipment	10	214,443	200,984
Deferred tax assets	17	14	-
Retirement benefit asset	21	-	1,777
Total non-current assets		<u>263,737</u>	<u>252,041</u>
<b>Current assets</b>			
Inventories	12	2,305	2,412
Trade and other receivables	13	32,546	26,338
Cash and cash equivalents		<u>13,827</u>	<u>13,563</u>
Total current assets		<u>48,678</u>	<u>42,313</u>
<b>Total assets</b>		<u><u>312,415</u></u>	<u><u>294,354</u></u>

# Metroline Limited

## Consolidated statement of financial position (continued) As at 31 December 2018

Liabilities and equity	Notes	2018 £'000	2017 £'000
<b>Current liabilities</b>			
Trade and other payables	15	37,199	37,665
Borrowings	14	6,251	3,176
Deferred revenue		4,754	4,870
Income tax payable		1,062	1,934
Provision for accident claims	16	7,741	10,589
Total current liabilities		57,007	58,234
<b>Non-current liabilities</b>			
Borrowings	14	19,860	12,438
Deferred tax liabilities	17	8,873	8,562
Retirement benefit obligation	21	83	-
Total non-current liabilities		28,816	21,000
<b>Total liabilities</b>		85,823	79,234
<b>Equity</b>			
Issued share capital	18	61,002	61,002
Share premium account		24,272	24,272
Capital redemption reserve		100	100
Revaluation reserve		905	905
Retained earnings		156,080	141,211
Retirement benefit reserve		(15,386)	(12,370)
Cash flow hedging reserve		(381)	-
Equity attributable to shareholders of the Company		226,592	215,120
<b>Total equity</b>		226,592	215,120
<b>Total liabilities and equity</b>		312,415	294,354

The financial statements of Metroline Limited, registered number 02826284, were approved by the Board of Directors on 16<sup>th</sup> July 2019.

Signed on behalf of the Board of Directors



Sean O'Shea  
Director

## Metroline Limited

### Consolidated statement of changes in equity Year ended 31 December 2018

	Notes	Share capital £'000	Share premium account £'000	Capital redemption reserves £'000	Revaluation reserve £'000	Cash flow hedging reserves £'000	Retirement benefit reserve £'000	Retained earnings £'000	Total equity £'000
Balance at 1 January 2017		61,002	24,272	100	905	-	(15,153)	119,445	190,571
Profit for the year		-	-	-	-	-	-	21,766	21,766
Other comprehensive income/(loss)									
Actuarial adjustment on defined benefit pension schemes	21	-	-	-	-	-	3,693	-	3,693
Deferred tax credit/(charge) on actuarial adjustment	8b, 17	-	-	-	-	-	(910)	-	(910)
Total other comprehensive income		-	-	-	-	-	2,783	-	2,783
Total comprehensive income for the year		-	-	-	-	-	2,783	21,766	24,549
Balance at 31 December 2017		61,002	24,272	100	905	-	(12,370)	141,211	215,120

# Metroline Limited

## Consolidated statement of changes in equity (continued) Year ended 31 December 2018

	Notes	Share capital £'000	Share premium account £'000	Capital redemption reserves £'000	Revaluation reserve £'000	Cash flow hedging reserves £'000	Retirement benefit reserve £'000	Retained earnings £'000	Total equity £'000
Balance at 1 January 2018		61,002	24,272	100	905	-	(12,370)	141,211	215,120
Profit for the year		-	-	-	-	-	-	14,869	14,869
Other comprehensive income/(loss)									
Actuarial adjustment on defined benefit pension schemes	21	-	-	-	-	-	(3,332)	-	(3,332)
Deferred tax credit/(charge) on actuarial adjustment	8b, 17	-	-	-	-	-	316	-	-
Fair value adjustment on cash flow hedges	20	-	-	-	-	(459)	-	-	(459)
Deferred tax credit on fair value adjustment on cash flow hedges	8b, 17	-	-	-	-	78	-	-	78
Total other comprehensive loss		-	-	-	-	(316)	(3,016)	-	(3,397)
Total comprehensive (loss)/income for the year		-	-	-	-	(316)	(3,016)	14,869	11,472
Balance at 31 December 2018		61,002	24,272	100	905	(316)	(15,386)	156,080	226,592



# **Metroline Limited**

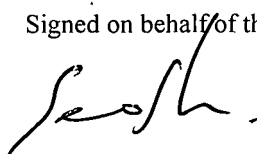
## **Company statement of financial position As at 31 December 2018**


<b>Company</b>	<b>Notes</b>	<b>2018 £'000</b>	<b>2017 £'000</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	10	-	-
Investments	11	101,401	101,401
Deferred tax assets	17	2	2
<b>Total non-current assets</b>		<b>101,403</b>	<b>101,403</b>
<b>Current assets</b>			
Trade and other receivables	13	5,166	5,166
Cash and cash equivalents		368	368
<b>Total current assets</b>		<b>5,534</b>	<b>5,534</b>
<b>Total assets</b>		<b>106,937</b>	<b>106,937</b>
<b>Liabilities and equity</b>			
<b>Current liabilities</b>			
Trade and other payables	15	5,565	5,565
<b>Total liabilities</b>		<b>5,565</b>	<b>5,565</b>
<b>Equity</b>			
Issued share capital	18	61,002	61,002
Share premium account		24,272	24,272
Capital redemption reserve		100	100
Retained earnings		15,998	15,998
<b>Total equity</b>		<b>101,372</b>	<b>101,372</b>
<b>Total liabilities and equity</b>		<b>106,937</b>	<b>106,937</b>

No income statement is presented for Metroline Limited as permitted by section 408 of the Companies Act 2006.  
The profit for the Company was £nil (2017: £nil).

The financial statements of Metroline Limited, registered number 02826284, were approved by the Board of Directors on 16<sup>th</sup> July 2019.

Signed on behalf of the Board of Directors

  
Sean O'Shea  
Director

  
Ishai Novick  
Secretary

## **Metroline Limited**

### **Company statement of changes in equity Year ended 31 December 2018**

#### **Company**

	Share capital £'000	Share premium account £'000	Capital redemption reserves £'000	Retained earnings £'000	Total equity £'000
Balance at 1 January 2017	61,002	24,272	100	15,998	101,372
Profit for the year	-	-	-	-	-
Other comprehensive income for the year	-	-	-	-	-
Balance at 31 December 2017 and 31 December 2018	61,002	24,272	100	15,998	101,372

# Metroline Limited

## Consolidated statement of cash flows Year ended 31 December 2018

	2018 £'000	2017 £'000
<b>Operating activities</b>		
Profit before taxation	18,213	26,782
Adjustments for:		
Depreciation of property, plant and equipment	24,061	21,596
Interest income	(2,184)	(2,171)
Finance costs	2,499	2,242
Gain on disposal of property, plant and equipment	(52)	(27)
Operating cash flows before movements in working capital	42,537	48,422
Working capital adjustments:		
Decrease in inventories	107	435
(Increase)/decrease in trade receivables	(379)	10
Decrease in other receivables and prepayments	3,714	5,561
Decrease in trade and other payables	(1,399)	(1,895)
Decrease in other liabilities	(6,199)	(11,041)
(Decrease)/increase in working capital – Group undertakings	(7,431)	4,057
<b>Cash generated from operations</b>	<b>30,950</b>	<b>45,549</b>
Income tax paid	(3,525)	(4,297)
<b>Net cash from operating activities</b>	<b>27,425</b>	<b>41,252</b>
<b>Investing activities</b>		
Purchase of property, plant and equipment	(37,645)	(51,748)
Less: Vehicles & equipment purchased under hire purchase arrangements	15,379	15,878
Proceeds from disposal of property, plant and equipment	174	125
Cash payments on purchase of property, plant and equipment	(22,092)	(35,745)
Interest received	73	29
Net cash used in investing activities	(22,019)	(35,716)
<b>Financing activities</b>		
New loans raised	49,000	11,000
Repayment of borrowings	(49,000)	(11,000)
Payment of finance lease liabilities	(4,882)	(264)
Interest paid	(23)	(6)
Interest element of finance lease payment	(237)	(12)
<b>Net cash flows used in financing activities</b>	<b>(5,142)</b>	<b>(282)</b>
Net increase in cash and cash equivalents	264	5,254
Cash and cash equivalents at beginning of year	13,563	8,309
<b>Cash and cash equivalents at end of year</b>	<b>13,827</b>	<b>13,563</b>

# Metroline Limited

## Consolidated statement of cash flows (continued) Year ended 31 December 2018

### Net Debt Reconciliation

Net Debt	2018 £'000	2017 £'000
Cash and cash equivalents	13,827	13,563
Borrowings - repayable within one year	(6,251)	(3,176)
Borrowings - repayable after one year	(19,860)	(12,438)
Net Debt	<u>(12,284)</u>	<u>(2,051)</u>
Cash and cash equivalents	13,827	13,563
Gross debt - fixed interest rates	(26,111)	(15,614)
Net Debt	<u>(12,284)</u>	<u>(2,051)</u>

### (a) Reconciliation of net cash flow to movement in net debt

	2018 £'000	2017 £'000
Increase in cash in the year	264	5,254
Payment of finance lease liabilities	4,882	264
Change in net debt resulting from cash flows	5,146	5,518
New finance leases	(15,379)	(15,878)
Movement in net debt in the year	(10,233)	(10,360)
Opening net debt	(2,051)	8,309
Closing net debt	<u>(12,284)</u>	<u>(2,051)</u>

### (b) Analysis of net debt

	2017 £'000	Cash flow £'000	Other non- cash changes £'000	2018 £'000
Cash and cash equivalents	13,563	264	-	13,827
Finance leases	(15,614)	4,882	(15,379)	(26,111)
Total	<u>(2,051)</u>	<u>5,146</u>	<u>(15,379)</u>	<u>(12,284)</u>

# **Metroline Limited**

## **Notes to the financial statements** **Year ended 31 December 2018**

### **1. General information**

Metroline Limited (Registration no. 02826284) is a private company limited by shares registered in England and incorporated in the United Kingdom with registered office at ComfortDelGro House, 329 Edgware Road, Cricklewood, London NW2 6JP. Metroline Limited is a subsidiary of Braddell Limited, an investment holding company for its parent company ComfortDelGro Corporation Limited in Singapore. Information on its ultimate parent is presented in note 23.

The operating companies provide road passenger transport services, principally London through operating tendered Transport for London ("TfL") routes.

The consolidated financial statements of the Group for the year ended 31 December 2018 (including comparatives) and the statement of financial position and statement of changes in equity for the Company were approved and authorised for issue by the board of directors on July 2019.

### **2. Summary of significant accounting policies**

#### **Going concern**

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic report on page 2. The financial position of the Group, its cash flows, liquidity position and borrowing facilities are also described in further detail in the notes to the financial statements. The directors are satisfied with the results and believe that the Group is well placed to manage its business risks successfully.

In particular, although the Group is exposed to wider macroeconomic events, the directors have given due consideration to the fact that the Group benefits from strong, predictable cash flows from the long-term contracts with government bodies which provide a substantial majority of its revenues. The Group's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Group should be able to continue to operate within the level of the resources available to it.

The directors believe that the Group has adequate resources to continue in operational existence for the foreseeable future. This has been assessed by review of forecasts. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

#### **Basis of preparation**

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). The financial statements have also been prepared in accordance with IFRSs adopted by the European Union and therefore the Group financial statements comply with Article 4 of the EU IAS Regulation.

The consolidated financial statements have been prepared on a historical cost basis, except for hedging instruments that have been measured at fair value. The consolidated financial statements are presented in GBP and all values are rounded to the nearest thousand (£'000), except when otherwise indicated.

The Company's individual financial statements have been prepared in accordance with FRS 101 "Reduced Disclosure Framework". As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash flow statement, standards not yet effective, impairment of assets and related party transactions. Where relevant, equivalent disclosures have been given in the Company's consolidated financial statements.

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 2. Summary of significant accounting policies (continued)

#### Basis of consolidation

The Group financial statements consolidate those of the Company and all of its subsidiaries as of 31 December 2018. Subsidiaries are all entities over which the Group has the power to control the financial and operating policies. The Group obtains and exercises control through more than half of the voting rights. All subsidiaries have a reporting date of 31 December.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

#### Business combinations and goodwill

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

The Group recognises identifiable assets acquired and liabilities assumed in a business combination regardless of whether they have been previously recognised in the acquiree's financial statements prior to the acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

Goodwill is stated after separate recognition of identifiable intangible assets. It is calculated as the excess of the sum of a) fair value of consideration transferred and b) acquisition-date fair value of any existing equity interest in the acquiree, over the acquisition-date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum calculated above, the excess amount (i.e. gain on a bargain purchase) is recognised in profit or loss immediately.

The cost of goodwill in the financial statements held at date of transition has been measured at its amortised book value under previous UK GAAP at the date of transition to IFRS. Goodwill is tested for impairment at each reporting date and provision is made for any impairment identified.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

#### Property, plant and equipment

Property, plant and equipment are stated at historical cost or valuation less accumulated depreciation and provision for impairment.

Depreciation is provided on all property, plant and equipment, other than freehold land, at rates calculated to write off the cost or valuation, less estimated residual value, of each asset on a straight-line basis over its expected useful economic life, as follows:

Freehold buildings	50 years
Buses	12 to 14 years
Plant and machinery	1 to 10 years
Leasehold land and leasehold improvements	Over the life of the lease

# **Metroline Limited**

## **Notes to the financial statements** **Year ended 31 December 2018**

### **2. Summary of significant accounting policies (continued)**

#### **Investments**

Investments held as non-current assets are stated at cost less provision for any impairment in value.

#### **Inventories**

Inventories consist primarily of materials required for the operation and maintenance of buses. These materials are valued on a first in first out basis at the lower of cost and net realisable value to the group.

#### **Taxation**

Income tax expense in profit or loss comprises the sum of current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax, including UK corporation tax and foreign 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 statement of financial position date.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profits. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

#### **Leases**

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the Company, and hire purchase contracts are capitalised in the statement of financial position and are depreciated over their useful lives. The capital elements of future obligations under the leases and hire purchase contracts are included as liabilities in the statement of financial position.

The interest elements of the rental obligations are charged in profit and loss over the periods of the leases and hire purchase contracts and represent a constant proportion of the balance of capital repayments outstanding.

The cost of operating leases is charged directly to profit and loss over the period of the leases on a straight line basis, even if the payments are not made on such a basis.

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 2. Summary of significant accounting policies (continued)

#### Retirement benefit obligations

The Group operates two defined benefit pension schemes for certain employees, the assets of which are held in trustee administered funds. The related pension costs are assessed in accordance with the advice of a qualified actuary on the basis of final pensionable earnings. The regular cost is attributed to individual periods using the projected unit credit method. The schemes are now closed to new members.

The differences between the fair value of the assets held in the Group's defined benefit pension schemes and the schemes' liabilities measured on an actuarial basis using projected unit method are recognised in the Group's statement of financial position as a pension scheme asset or liability as appropriate.

The carrying value of any resulting pension scheme asset is restricted to the extent that the Group is able to recover the surplus either through reduced contributions in the future or through refunds from the scheme. The pension scheme balance is recognised net of any related deferred tax balance.

Changes in the defined benefit pension scheme asset or liability arising from factors other than cash contribution by the Group are charged to profit or loss or the statement of other comprehensive income in accordance with IAS 19 'Employee Benefits'.

Scheme administration expenses are included within operating profit. Net interest expense or income is calculated by applying the discount rate to the net defined benefit asset or liability and included within net finance costs. Actuarial gains and losses are recognised immediately in the statement of comprehensive income. Actuarial gains and losses include the difference between the actual return on assets (net of investment administration costs and taxes, such as amounts levied by the UK Pension Protection Fund) and the discount rates applied to the assets. Mortality rates are considered when retirement benefit obligations are calculated.

The Group also operates a defined contribution pension scheme, the assets of which are held separately from those of the Group and are managed by a third party. Contributions are charged in profit and loss as they become payable in accordance with the rules of the scheme.

#### Insurance and provision for accident claims

Insurance costs include insurance premiums which are recognised in profit and loss over the period to which they relate. Included in provisions is an estimate of the liability for uninsured retained risks on unpaid claims arising out of events occurring up to the statement of financial position date.

#### Revenue

IFRS 15 "Revenue from contracts with customers" became effective 1 January 2018 and replaces IAS 18 "Revenue". The Group has applied the full retrospective approach to transition to IFRS 15 which has had no impact on revenue recognition in prior or current periods. No practical expedients were applied on transition. The Group follows the principles of IFRS 15 in determining appropriate revenue recognition policies. Revenue represents amounts receivable for services provided in the normal course of business, net of trade discounts, VAT and other sales related taxes. Revenue from the supply of services represents the value of services provided under contracts to the extent that there is a right to consideration and is recorded at the value of the consideration due. Where a contract has only been partially completed at the statement of financial position date, revenue represents the value of the service provided to date based on a proportion of the total contract value. Where payments are received from customers in advance of services provided, the amounts are recorded as deferred income and included as part of current liabilities.

Revenue from services is recognised following the principles outlined in IFRS 15's five step model as detailed below.

- Identifying the contract.

Upon acceptance of a proposal, a contract is entered into, to include details on the scope of work and each party's rights and obligations regarding the transfer of the service as well as payment terms for the service being transferred.



# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 2. Summary of significant accounting policies (continued)

#### Revenue (continued)

- Identifying the performance obligations in the contract

Key deliverables are stated in the contract and monitored on an ongoing basis against the agreed delivery timetable. The contract states our obligations to the client. In assessing performance obligations, consideration is given as to whether each identified key deliverable is a separate performance obligation, or a series of services that are substantially the same and have the same pattern of transfer to the customer so as to form one overall performance obligation. Where contracts have multiple components to be delivered, those components may work in conjunction with one another and therefore the client may be unable to benefit from each component individually. In the instances where there are two distinct groups of components that can be delivered and measured separately, we would recognise as two separate performance obligations.

- Determining the transaction price

Each contract has a section describing fees and will state the invoicing profile (i.e. the value and frequency) of the invoices to be raised. The transaction price is developed during the proposal process through establishing the scope of the work and the resources required to deliver that work. Upon acceptance the total fee value is stated in the contract and is also broken down into an invoicing schedule. For all variable consideration we consider revenue recognition based on the most likely amount we will receive. Invoicing is generally fortnightly and is in general designed to reflect the progress made on projects.

- Allocating the transaction price to separate performance obligations

In instances where more than one performance obligation is identified in the contract these contracts typically include separately agreed fees for each performance obligation. Allocation of the transaction price is therefore straightforward.

- Recognising revenue as performance obligations are satisfied

Revenue is recognised over time as the work is performed. Performance of the service does not create an asset with an alternative use, and we have enforceable right to payment for work performed to date. Throughout the delivery of a project the benefits to the client are delivered incrementally. For all variable considerations revenue recognised is on a monthly basis based on the best estimate of the performance obligation in the month.

Revenue is recognised on a fortnightly basis in accordance with services delivered in the period. For all variable consideration revenue is recognised monthly based on the likely amount expected to be received at the end of the contract year.

Given that the Group has a right to consideration from a customer in an amount that corresponds directly with the value to the customer completed to date and variable consideration recognised is for not greater than 12 months, the practical expedient not to disclose information about transaction price allocated to remaining performance obligations has been applied. The Group has also applied the practical expedient not to disclose the incremental costs of obtaining a contract.

Management have assessed the revenue recognition policy in line with the specified 5 step model and have identified that no changes in the revenue recognition criteria are required under IFRS 15. Management continue to closely monitor each new contract to ensure that the 5 step approach is applied.

#### Foreign currency transactions

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the statement of financial position date are reported at the rates of exchange prevailing at that date. All exchange differences are included in profit and loss.

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 2. Summary of significant accounting policies (continued)

#### **Financial instruments**

Financial assets and financial liabilities are recognised when the Group becomes a principal party to the contractual provisions of the instrument.

#### ***Trade and other receivables***

Trade and other receivables are measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit and loss when there is objective evidence that the asset is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate.

#### ***Cash and cash equivalents***

Cash and cash equivalents comprise cash at banks and on hand and cash in deposit accounts which require less than three months' notice for the Company to access.

#### ***Trade and other payables***

Trade and other payables are measured at amortised cost, using the effective interest rate method.

#### ***Equity instruments***

Equity instruments issued by the company are recorded when the proceeds are received net of direct issue costs.

#### ***Hedging instruments and hedge accounting***

The Group uses hedging instruments to manage its exposure to fuel price fluctuation, foreign currency movements and interest rate risks. The use of hedging instruments is governed by the ultimate parent company's policies which provide written principles on the use of financial instruments consistent with its risk management strategy (refer to note 20).

Hedging instruments are initially recognised at fair value on the contract date, and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the hedging instrument is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship. The Group designates its hedging instruments as cash flow hedges.

Hedging instruments are carried as assets when the fair value is positive and as liabilities when the fair value is negative. The fair value of hedging instrument is classified as a non-current asset or non-current liability if the maturity of the hedge relationship exceeds 12 months and as a current asset or current liability if the maturity of the hedge relationship is within 12 months.

At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and hedged item, along with its risk management objective and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item.

The Group designates any interest rate swap for hedging of interest rate risk arising from borrowings as cash flow hedges. Hedges of foreign currency risk for future purchases of goods are designated as cash flow hedges. Hedges of fuel price risk for future purchases of goods are also designated as cash flow hedges.

Hedge accounting is discontinued when the Group revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting.

Note 20 contains details of the fair value of the hedging instruments.

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 2. Summary of significant accounting policies (continued)

#### Financial instruments (continued)

##### *Cash flow hedge*

The effective portion of changes in the fair value of the hedging instruments that are designated and qualify as cash flow hedges are recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss. Amounts recognised in other comprehensive income are taken to profit or loss when the hedged item is realised. The cash flow hedging reserves reported in the consolidated statement of changes in equity represent the fair value of the hedging instruments net of deferred tax.

#### **Impairment review of goodwill, other intangibles and property, plant and equipment**

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which management monitors goodwill.

Cash-generating units to which goodwill has been allocated (determined by the Group's management as equivalent to its operating segments) are tested for impairment at least annually. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount, which is the higher of fair value less costs to sell and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect management's assessment of respective risk profiles, such as market and asset-specific risk factors.

Impairment losses for cash-generating units reduce first the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment charge is reversed if the cash-generating unit's recoverable amount exceeds its carrying amount.

#### **Adoption of new and revised standards**

In the current year, the Group has applied a number of amendments to IFRSs issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2018. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

- IFRS 15 'Revenue from Contracts with Customers'
- IFRS 9 – Financial Instruments
- IFRS 2 (amendments) – Classification and Measurement of Share-based Payment Transactions
- IFRIC 22 – Foreign Currency Transactions and Advance Consideration
- IFRS 4 – Applying IFRS 9 Financial Instrument with IFRS 4 Insurance Contracts
- IAS 40 (amendments) – Transfers of Investment Property
- Annual Improvements to IFRSs 2014- 2016 Cycle – Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards and IFRS 28 Investments in Associates and Joint Ventures

**Notes to the financial statements  
Year ended 31 December 2018**

**2. Summary of significant accounting policies (continued)**

**IFRS 9: Financial Instruments**

**Impact of application of IFRS 9 Financial Instruments**

The Group has applied IFRS 9 Financial Instruments (as revised in July 2014) from 1 January 2018. IFRS 9 introduces new requirements for (1) the classification and measurement of financial assets and financial liabilities, (2) impairment for financial assets and (3) general hedge accounting. Details of these new requirements as well as their impact on the Group's consolidated financial statements are described below. The Group has applied IFRS 9 in accordance with the transition provisions set out in IFRS 9.

**(a) Classification and measurement of financial assets**

The date of initial application (i.e. the date on which the Group has assessed its existing financial assets and financial liabilities in terms of the requirements of IFRS 9) is 1 January 2017. Accordingly, the Group has applied the requirements of IFRS 9 to instruments that have not been derecognised as at 1 January 2017 and has not applied the requirements to instruments that have already been derecognised as at 1 January 2017. Comparative amounts in relation to instruments that have not been derecognised as at 1 January 2017 have been restated where appropriate.

All recognised financial assets that are within the scope of IFRS 9 are required to be subsequently measured at amortised cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

The directors of the Company reviewed and assessed the Group's existing financial assets as at 1 January 2017 based on the facts and circumstances that existed as at that date and concluded that the initial application of IFRS 9 has had no impact on the Group's financial assets as regards their classification and measurement.

**(b) Impairment of financial assets**

In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model as opposed to an incurred credit loss model under IAS 39. The expected credit loss model requires the Group to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial assets. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

Specifically, IFRS 9 requires the Group to recognise a loss allowance for expected credit losses (ECL) on (i) debt investments subsequently measured at amortised cost or at fair value through other comprehensive income (FVTOCI), (ii) lease receivables, (iii) contract assets and (iv) loan commitments and financial guarantee contracts to which the impairment requirements of IFRS 9 apply. In particular, IFRS 9 requires the Group to measure the loss allowance for a financial instrument at an amount equal to the lifetime (ECL) if the credit risk on that financial instrument has increased significantly since initial recognition, or if the financial instrument is a purchased or originated credit-impaired financial asset. On the other hand, if the credit risk on a financial instrument has not increased significantly since initial recognition (except for a purchased or originated credit-impaired financial asset), the Group is required to measure the loss allowance for that financial instrument at an amount equal to 12 months ECL. IFRS 9 also provides a simplified approach for measuring the loss allowance at an amount equal to lifetime ECL for trade receivables, contract assets and lease receivables in certain circumstances.

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 2. Summary of significant accounting policies (continued)

#### Impact of application of IFRS 9 Financial Instruments (continued)

As at 1 January 2018, the directors of the Company reviewed and assessed the Group's existing financial assets and amounts due from customers for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with the requirements of IFRS 9 to determine the credit risk of the respective items at the date they were initially recognised, and compared that to the credit risk as at 1 January 2017 and 1 January 2018. The result of the assessment is as follows:

Items existing as at 01/01/2018 that are subject to the impairment provisions of IFRS 9	Credit risk attributes at 01/01/2017 and 01/01/2018	Cumulative additional loss allowance recognised on:	
		01/01/2017	01/01/2018
		£'000	£'000
Trade and other receivables	The Group applies the simplified approach and recognises lifetime ECL for these assets.	-	-
Cash and bank balances	All bank balances are assessed to have low credit risk at each reporting date as they are held with reputable international banking institutions.	-	-

#### (c) Classification and measurement of financial liabilities

One major change introduced by IFRS 9 in the classification and measurement of financial liabilities relates to the accounting for changes in the fair value of a financial liability designated as at fair value through profit or loss (FVTPL) attributable to changes in the credit risk of the issuer.

Specifically, IFRS 9 requires that the changes in the fair value of the financial liability that is attributable to changes in the credit risk of that liability be presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss.

Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss, but are instead transferred to retained earnings when the financial liability is derecognised. Previously, under IAS 39, the entire amount of the change in the fair value of the financial liability designated as at FVTPL was presented in profit or loss.

The application of IFRS 9 has had no impact on the classification and measurement of the Group's financial liabilities.

#### (d) Hedge accounting

The new hedge accounting requirements retain the three types of hedge accounting. However, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an 'economic relationship'. Retrospective assessment of hedge effectiveness is also no longer required.

In accordance with IFRS 9's transition provisions for hedge accounting, the Group has applied the IFRS 9 hedge accounting requirements prospectively from the date of initial application on 1 January 2018. The Group's qualifying hedging relationships in place as at 1 January 2018 also qualified for hedge accounting in accordance with IFRS 9 and were therefore regarded as continuing hedging relationships. No rebalancing of any of the hedging relationships was necessary on 1 January 2018. As the critical terms of the hedging instruments match those of their corresponding hedged items, all hedging relationships continue to be effective under IFRS 9's effectiveness assessment requirements. The Group has also not designated any hedging relationships under IFRS 9 that would not have met the qualifying hedge accounting criteria under IAS 39.

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 2. Summary of significant accounting policies (continued)

#### Impact of application of IFRS 9 Financial Instruments (continued)

Consistent with prior periods, the Group has continued to designate the change in fair value of the entire fuel hedge contract as the hedging instrument in the Group's cash flow hedge relationships.

In addition, IFRS 9 requires hedging gains and losses to be basis adjusted to the initial carrying amount of non-financial hedged items. Although this is consistent with the Group's existing practice, IFRS 9 states that such transfers are not a reclassification adjustment under IAS 1 and hence they do not affect other comprehensive income. Previously, hedging gains and losses subject to basis adjustments were categorised as amounts that may be subsequently reclassified to profit or loss in other comprehensive income, and the actual basis adjustments were presented as a reclassification adjustment in other comprehensive income. Since the IFRS 9 hedge accounting requirements apply prospectively from the date of initial application (i.e. 1 January 2018), the comparative figures have not been restated.

However, the current year fair value loss of £459,000 on fuel hedge contracts subject to cash flow hedge accounting that will be subsequently basis adjusted onto the initial carrying amount of non-financial hedged items (see note 20), has been presented as amounts that may be subsequently reclassified to profit or loss.

There were no current year basis adjustments.

Apart from this, the application of the IFRS 9 hedge accounting requirements has had no impact on the results and financial position of the Group for the current and/or prior years.

Please refer to note 20 for detailed disclosures regarding the Group's risk management activities.

#### (e) Disclosures in relation to the initial application of IFRS 9

The table below illustrates the classification and measurement of financial assets and financial liabilities under IFRS 9 and IAS 39 at the date of initial application, 1 January 2018.

	Original measurement category under IAS 39	New measurement category under IFRS 9	Original carrying amount under IAS 39 £'000	Additional loss allowance recognised under IFRS 9 £'000	New carrying amount under IFRS 9 £'000
Trade and other receivables (note 13)	Loans and receivables	Financial assets at amortised cost	13,609	-	13,609
Cash and bank balances	Loans and receivables	Financial assets at amortised cost	13,827	-	13,827
Trade and other payables (note 15)	Financial liabilities at amortised cost	Financial liabilities at amortised cost	8,839	-	8,839
Borrowings (note 14)	Financial liabilities at amortised cost	Financial liabilities at amortised cost	26,111	-	26,111
Fuel hedge	Derivatives designated as hedging instruments	Derivatives designated as hedging instruments	459	-	459

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 2. Summary of significant accounting policies (continued)

#### New and revised IFRSs in issue but not yet effective

At the date of authorisation of these financial statements, the Group has not applied the following new and revised IFRSs that have been issued but are not yet effective and in some cases had not yet been adopted by the EU:

- IFRS 16 – Leases
- IFRS 10 and IAS 28 (amendments) – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
- IFRIC 23 – Uncertainty over Income Tax Treatments

The Directors do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the Group in future periods, except as noted below:

#### IFRS 16: Leases

IFRS 16 'Leases' was issued in January 2016 with an effective date of 1 January 2019. IFRS 16 provides a single model that will be applied by lessees to all leases with the option not to recognise leases of small value or with terms less than twelve months. It is expected that most operating leases will be included on the balance sheet as a right-of-use asset, together with the corresponding liability, namely the present value of the future lease payments. Note 19, Operating Lease Commitments, reflects the aggregate outstanding commitments at the balance sheet date. The right of use asset is initially measured at cost and subsequently measured at cost less accumulated depreciation, adjusted for any remeasurement of the lease liability. The lease liability is measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments.

The classification of cash flows will also be impacted as operating lease payments under IAS 17 are presented as operating cash flows, whereas under IFRS 16, the lease payment will be split into a principal and an interest portion which will be presented as operating and financing cost flows respectively.

Initial assessments indicate that the Group's current operating lease arrangements will meet the definition of a lease under IFRS 16, and therefore the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they are deemed low value or shorter than one year.

Whilst work is still being finalised in relation to the impact of the adoption of IFRS 16, it is anticipated that the adoption of IFRS 16 will increase assets by approximately £15m and have the same impact on liabilities. Finance costs on the income statement will increase, however this is predicted to not be significant. Operating costs are anticipated to remain at a similar level as under IAS 17: Leases. It is expected that the Group's lease commitments will be brought onto the Balance Sheet together with corresponding assets. This is likely to impact on the timing of the recognition of lease costs within the Income Statement although it will not affect the Group's cash flows.

#### Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies described above, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. There are no key sources of estimation uncertainty specific to the Company.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 2. Summary of significant accounting policies (continued)

#### Critical accounting judgements and key sources of estimation uncertainty (continued)

##### *Key sources of estimation uncertainty*

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

##### *Quality Incentive Contract revenue recognition*

A portion of the Group's revenue for London bus services is variable based on the performance of the Group's bus services against certain criteria, such as punctuality, reliability and other factors determined by Transport for London. The Group is required to estimate the amount of this variable Quality Incentive Contract revenue based on the performance of its London bus services against these criteria.

##### *Impairment of goodwill*

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate and long term growth rates in order to calculate present value. Details of the carrying amount of goodwill and of the value in use calculations are set out in note 9.

##### *Measurement of provision for accident claims*

The estimation of the self-insurance provision is based on an assessment of the expected settlement on known claims together with an estimate of settlements for incidents which have occurred but not been reported before the reporting date. The Group makes assumptions concerning these judgemental matters based on its Claims team's past experience of similar incidents as well as the advice of its lawyers and insurers.

##### *Measurement of post-employment benefit liabilities*

The present value of the defined benefit pension schemes' liabilities is dependent on a number of assumptions including interest rates of high quality corporate bonds, inflation and mortality rates. The net interest expense or income is dependent on the interest rates of high quality corporate bonds. The assumptions are based on the conditions at the time and changes in these assumptions can lead to significant movements in the estimated obligations. Further details of the techniques applied, inputs used and the sensitivity to changes of the net pension liabilities are given in note 21 to the financial statements.

### 3. Revenue and operating profit

Revenue and operating profit are attributable to the Group's principal activity and arise entirely in the United Kingdom.

	2018 £'000	2017 £'000
Bus revenue	376,175	380,016
Finance income (note 6)	2,184	2,171
Total revenue	<u>378,359</u>	<u>382,187</u>
Operating profit	<u>18,528</u>	<u>26,853</u>



# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 4. Information regarding directors and employees

Group	2018 £'000	2017 £'000
<b>Directors' remuneration</b>		
Short-term employee benefits	633	515
Termination benefits	53	-
Company contributions to money purchase pension schemes	29	32
	<u>715</u>	<u>547</u>
<b>Highest paid director</b>		
Short-term employee benefits	560	495
Termination benefits	53	-
Company contributions to money purchase pension schemes	29	32
	<u>560</u>	<u>495</u>

	Group 2018 No.	2017 No.
<b>Average monthly number of persons employed (including directors)</b>		
Operating staff	4,556	4,687
Engineering	290	287
Administration	596	595
	<u>5,442</u>	<u>5,569</u>

	Group 2018 £'000	2017 £'000
<b>Staff costs during the year (including directors)</b>		
Wages and salaries	209,426	207,339
Social security costs	21,451	21,404
Pension costs	4,761	4,236
	<u>235,638</u>	<u>232,979</u>

During the year some of the directors received emoluments as executives including salaries, benefits in kind and contributions for pensions and other related payments from ComfortDelGro Corporation Limited, the ultimate parent undertaking.

Amounts paid to these directors are disclosed within the ComfortDelGro Corporation Limited financial statements.

No directors (2017: nil) had retirement benefits accruing under a defined benefit pension scheme.

One director also receives remuneration for his services as a director of fellow subsidiary undertakings of ComfortDelGro Corporation Limited from those undertakings as disclosed in their financial statements.

There has been no share option or long-term incentive scheme available for the directors in the current year.

One director had company contributions to money purchase pension schemes (2017: one)

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 5. Group operating profit

	2018 £'000	2017 £'000
<b>Group operating profit is stated after charging/(crediting):</b>		
Depreciation:		
Assets owned	22,160	21,172
Assets held under finance leases and hire purchase contracts	1,901	424
Rentals under operating leases:		
Land and buildings	2,500	3,688
Buses	2,093	5,349
Plant and machinery	148	147
Gain on disposal of property, plant and equipment	(52)	(27)

### Auditor's remuneration

	2018 £'000	2017 £'000
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	77	77
Total audit fees	77	77
Tax compliance fees	29	29
Total fees	106	106

### 6. Finance income

	2018 £'000	2017 £'000
Bank interest	72	29
Interest on pension scheme assets (note 21 (vi))	2,111	2,142
Other interest	1	-
	2,184	2,171

### 7. Finance costs

	2018 £'000	2017 £'000
Interest on pension scheme liabilities (note 21 (v))	2,050	2,211
Bank loans	24	6
Finance leases and hire purchase contracts	424	24
Other interest	1	1
	2,499	2,242

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 8. Income tax expense

#### a) Tax expense:

	2018 £'000	2017 £'000
<b>Current tax expense</b>		
Current tax on profits for the year	2,514	3,995
Adjustments in respect of prior years	139	(90)
Total current tax charge	2,653	3,905
<b>Deferred tax</b>		
Origination and reversal of temporary differences (note 17)	691	1,111
Income tax expense reported in the income statement	3,344	5,016

The actual tax charge for the current year and previous year can be reconciled to the accounting profit as follows:

	2018 £'000	2017 £'000
Profit before taxation	18,213	26,782
Income tax expense calculated at standard rate of 19% (2017: 19.25%)	3,460	5,155
Factors affecting charge for the year:		
Disallowable expenses	707	1,131
Capital allowances for the year in excess of depreciation	(682)	(933)
Short-term timing differences arising in the year	(280)	(247)
Adjustments in respect of prior years	139	(90)
Total tax charge for the year	3,344	5,016
Effective rate	18.4%	18.7%

#### b) Income tax recognised in other comprehensive income

	2018 £'000	2017 £'000
<b>Deferred tax</b>		
Deferred tax related to items charged to other comprehensive income during the year:		
Fair value adjustment on cash flow hedges	(78)	-
Actuarial adjustment on defined benefit pension schemes	(316)	910
Income tax (credited)/charged directly to other comprehensive income	(394)	910

#### c) Changes in tax rates and factors affecting the future tax charge

The Finance Act 2016 included legislation to reduce the main rate of UK corporation tax from 20% to 19% from 1 April 2017 and to 17% from 1 April 2020. These rate reductions were substantively enacted by the balance sheet date and therefore included in these consolidated financial statements. Temporary differences are expected to be reversed after 1 April 2020 and, as such, deferred tax balances as at 31 December 2018 have been recognised at 17% (2017: 17%).

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 9. Goodwill

The movements in the net carrying amount of goodwill are as follows:

Group	£'000
<b>Cost and net book value</b>	
At 31 December 2018	49,280
At 31 December 2017	49,280

Goodwill acquired in a business combination is allocated at acquisition to the cash-generating units that are expected to benefit from that business combination. The cost of goodwill in these financial statements which arose prior to IFRS adoption has been measured at its amortised book value under previous UK GAAP at the date of transition to IFRS. The carrying amount of goodwill of £49,280,000 (2017: £49,280,000) is allocated to the bus business in the UK.

The Group is required to test, on an annual basis, whether goodwill has suffered any impairment. The recoverable amounts of the cash generating units ("CGUs") are determined based on value in use calculations. The use of this method requires the estimation of future cash flows and the determination of a discount rate in order to calculate the present value of the cash flows.

The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to revenues and direct costs during the period.

Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The estimated discount rate used was 5.8% (2017: 5.7%). Changes in revenues and direct costs are based on past practices and expectations of future changes in the market.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by management for the next year and extrapolates cash flows into perpetuity, recognising the long term characteristics of passenger transport cash-generating units, and based on an estimated growth rate that does not exceed the average long-term growth rate for the relevant markets. The long term growth rate used was 1.5% (2017: 1.5%).

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 10. Property, plant and equipment

Group	Freehold land and buildings £'000	Leasehold land and buildings improve- ments £'000	Buses £'000	Plant and machinery £'000	Total £'000
<b>Cost</b>					
At 1 January 2017	29,326	13,255	245,944	20,874	309,399
Additions	3,213	500	47,235	800	51,748
Disposals	-	-	(4,777)	-	(4,777)
Reclassifications	(192)	47	-	145	-
Transfers	-	12	-	-	12
<b>At 31 December 2017</b>	<b>32,347</b>	<b>13,814</b>	<b>288,402</b>	<b>21,819</b>	<b>356,382</b>
Additions	2,505	2,749	30,888	1,503	37,645
Disposals	-	-	(19,336)	(3)	(19,339)
Transfers	-	-	(896)	-	(896)
<b>At 31 December 2018</b>	<b>34,852</b>	<b>16,563</b>	<b>299,058</b>	<b>23,319</b>	<b>373,792</b>
<b>Accumulated depreciation and impairment</b>					
At 1 January 2017	6,034	5,814	110,605	16,028	138,481
Charge for the year	765	597	19,026	1,208	21,596
Disposals	-	-	(4,679)	-	(4,679)
Reclassifications	(22)	(6)	-	28	-
<b>At 31 December 2017</b>	<b>6,777</b>	<b>6,405</b>	<b>124,952</b>	<b>17,264</b>	<b>155,398</b>
Charge for the year	841	615	21,500	1,105	24,061
Disposals	-	-	(19,214)	-	(19,214)
Transfers	-	-	(896)	-	(896)
<b>At 31 December 2018</b>	<b>7,618</b>	<b>7,020</b>	<b>126,342</b>	<b>18,369</b>	<b>159,349</b>
<b>Net book value</b>					
At 31 December 2018	27,234	9,543	172,716	4,950	214,443
At 31 December 2017	25,570	7,409	163,450	4,555	200,984

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 10. Property, plant and equipment (continued)

Company	Leasehold improve- ments £'000	Plant and machinery £'000	Total £'000
<b>Cost</b>			
At 1 January 2018 and 31 December 2018	216	306	522
<b>Accumulated depreciation</b>			
At 1 January 2018 and 31 December 2018	216	306	522
<b>Net book value</b>			
At 1 January 2018 and 31 December 2018	-	-	-

#### Assets held under finance leases contracts

Included in the Group amounts for buses and plant and machinery above are the following amounts relating to leased assets and assets acquired under finance lease contracts:

	Buses £'000
<b>At 31 December 2017</b>	
Cost	15,932
Accumulated depreciation	(424)
Net book value	15,508
<b>At 31 December 2018</b>	
Cost	31,374
Accumulated depreciation	(2,351)
Net book value	29,023

### 11. Investments

Company	2018 £'000	2017 £'000
<b>Cost</b>		
At 1 January and 31 December	111,978	111,978
<b>Impairment</b>		
At 1 January and 31 December	(10,577)	(10,577)
Net book value	101,401	101,401

All of the investments are unlisted.

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 11. Investments (continued)

Details of the Company's principal subsidiary undertakings, the results of which are included in these group financial statements, are as follows:

Subsidiary undertakings	Country of registration and operation	Activity	Portion of ordinary shares and voting rights held %	
			2018	2017
Metroline Travel Limited	England and Wales	Bus operation	100	100
Metroline West Limited	England and Wales	Bus operation	100	100
Metroline Pension Scheme Trustees Limited	England and Wales	Trustee company	100	100

The registered office of Metroline Limited and all its subsidiaries is ComfortDelGro House, 329 Edgware Road, Cricklewood, London NW2 6JP.

#### Audit exemption

The following subsidiaries are exempt from the requirements of the UK Companies Act 2006 relating to the audit of individual accounts by virtue of s479A of that Act.

Subsidiary undertakings	Registration number
Metroline Travel Limited	02328401
Metroline West Limited	08401654

### 12. Inventories

	Group	
	2018 £'000	2017 £'000
Bus maintenance stocks	1,581	1,544
Fuel stocks	724	868
	<u>2,305</u>	<u>2,412</u>

The cost of inventories recognised as an expense and included in cost of sales was £58,537,000 (2017: £56,779,000). This includes an amount of £nil (2017: £nil) resulting from write down of inventories.

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 13. Trade and other receivables

	Group		Company	
Current	2018 £'000	2017 £'000	2018 £'000	2017 £'000
Trade receivables	979	600	-	-
Amounts owed by group undertakings	8,364	584	5,166	5,166
VAT receivable	1,885	3,478	-	-
Prepayments	3,299	3,534	-	-
Contract asset	17,927	18,079	-	-
Other receivables	92	63	-	-
	<u>32,546</u>	<u>26,338</u>	<u>5,166</u>	<u>5,166</u>

#### Trade receivables

Trade receivables are non-interest bearing and are generally on 1-30 day terms.

#### Amounts owed by group undertakings

The amounts owed by group undertakings are unsecured, bear no interest and are repayable on demand. No guarantees have been given or received, and no provisions have been made for doubtful debts in respect of the amounts owed.

#### Reconciliation of contract assets and liabilities

	£'000
Opening contract assets	18,079
Opening contract liabilities	(4,870)
Net	<u>13,209</u>
Revenue recognised	376,175
Billings in year	(376,211)
Subtotal	<u>(36)</u>
Closing contract assets	17,927
Closing contract liabilities	(4,754)
Net	<u>13,173</u>



# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 13. Trade and other receivables (continued)

#### Credit risk management

Apart from Transport for London ("TfL"), the largest customer of the Group, the Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The Group regards the credit risk arising from TfL to be limited as it is a UK government body. TfL accounts for 99% (2017: 96%) of trade receivables and accrued income and the Group regards the credit risk arising from TfL to be limited as it is a UK government body. The credit risk on liquid funds and hedging instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

No allowance has been made for estimated irrecoverable amounts which has been determined by reference to past default experience. The carrying amount of financial assets recorded in the financial statements, which is net of impairment losses, represents the Group's maximum exposure to credit risk as no collateral or other credit enhancements are held.

The total value of receivables which are past due but not impaired is insignificant.

### 14. Borrowings

#### Finance lease obligations

	Group		Group	
	Minimum lease payments		Present value of minimum lease payments	
	2018	2017	2018	2017
	£'000	£'000	£'000	£'000
Amounts payable under finance leases:				
Within one year	6,701	3,437	6,251	3,176
Between one and two years	6,581	3,379	6,252	3,176
Between two and five years	13,913	9,519	13,608	9,262
	<u>27,195</u>	<u>16,335</u>	<u>26,111</u>	<u>15,614</u>
Less: future finance charges	(1,084)	(721)	N/A	N/A
	<u>26,111</u>	<u>15,614</u>	<u>26,111</u>	<u>15,614</u>
Current liabilities			6,251	3,176
Non-current liabilities			19,860	12,438
			<u>26,111</u>	<u>15,614</u>

Obligations under finance leases were secured over property, plant and equipment with a net book value of £29,023,000 (2017: £15,508,000).

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 15. Trade and other payables

	Group		Company	
	2018	2017	2018	2017
	£'000	£'000	£'000	£'000
Trade payables	4,148	4,084	-	-
Amounts owed to group undertakings	8,045	7,697	5,553	5,553
Other taxes and social security	7,272	5,326	-	-
Hedging instruments (note 20)	459	-	-	-
Contract liability	4,754	4,870	-	-
Accruals	12,521	15,688	12	12
	<u>37,199</u>	<u>37,665</u>	<u>5,565</u>	<u>5,565</u>

#### Amounts owed to group undertakings

The amounts owed to group undertakings are on normal commercial terms, none of which are interest bearing, and are repayable on demand.

### 16. Provision for accident claims

Group	2018	2017
	£'000	£'000
At 1 January	10,589	10,669
Utilisation of provision	(5,888)	(4,403)
Charged to profit and loss	3,040	4,323
At 31 December	<u>7,741</u>	<u>10,589</u>

The insurance provision relates to liabilities where there is uncertainty about the timing of settlement, but where a reliable estimate can be made of the amount. The group self-insures its fleet of buses against claims in respect of traffic accidents, subject to an overall annual limit to its liability.

The directors have recognised as a liability in the accounts the undiscounted financial impact of the expected resolution of any outstanding claims on the basis of all information currently available, on a consistent basis.

However, it is inherent in the nature of insurance claims that the ultimate liabilities may vary as a result of subsequent developments, so that the provision made may be excessive or insufficient. There is an undiscounted unprovided loss of £3,566,000 (2017: £3,174,000), which is the unprovided amount that the Company may possibly be called upon to pay to meet claims in excess of these already provided up to the maximum aggregate amount payable.

The vast majority of claims are likely to be settled within five years although in a small number of cases it may take significantly longer for the final amount of liability to be established.

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 17. Deferred tax assets / liabilities

Group	Retirement benefit asset / (obligation) £'000	Hedging fair value gains / (losses) £'000	Accelerated tax depreciation £'000	Total £'000
At 1 January 2017	(608)	-	7,149	6,541
Charged to profit and loss	-	-	1,111	1,111
Charged to other comprehensive income	910	-	-	910
At 31 December 2017	302	-	8,260	8,562
Charged to profit and loss	-	-	691	691
Credited to other comprehensive income	(316)	(78)	-	(394)
At 31 December 2018	(14)	(78)	8,951	8,859

Company	Accelerated tax depreciation £'000
At 31 December 2017 and 31 December 2018	(2)

Details of the deferred tax assets and liabilities, amounts recognised in profit or loss and amounts recognised in other comprehensive income are as follows:

	Consolidated statement of financial position		Consolidated statement of comprehensive income	
	31 December 2018 £'000	31 December 2017 £'000	2018 £'000	2017 £'000
Deferred tax assets				
Retirement benefit obligation	14	-	(14)	608
Deferred tax liabilities				
Accelerated tax depreciation	(8,951)	(8,260)	691	1,111
Fair value adjustment on cash flow hedges	78	-	(78)	-
Retirement benefit asset	-	(302)	(302)	302
	(8,873)	(8,562)	311	1,413
Deferred tax expense			297	2,021
Deferred tax liabilities net	(8,859)	(8,562)		
Reconciliation of deferred tax liabilities net:				
			2018 £'000	2017 £'000
Opening balance as of 1 January			(8,562)	(6,541)
Tax expense during the year recognised in profit or loss			(691)	(1,111)
Tax income/(expense) during the year recognised in other comprehensive income			394	(910)
Closing balance as at 31 December			(8,859)	(8,562)

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 18. Called up share capital

	Group and Company			
	2018		2017	
	No. '000	£'000	No. '000	£'000
<b>Authorised</b>				
Ordinary shares of £1 each	61,500	61,500	61,500	61,500
<b>Called up, allotted and fully paid</b>				
Ordinary shares of £1 each	61,002	61,002	61,002	61,002

### 19. Financial commitments

	Group		Company	
	2018 £'000	2017 £'000	2018 £'000	2017 £'000
<b>Capital commitments:</b>				
Acquisition of property, plant and equipment contracted for but not provided	52,267	14,035	-	-

#### Operating lease commitments:

The Group has outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Land and buildings		Others	
	2018 £'000	2017 £'000	2018 £'000	2017 £'000
<b>Group</b>				
Amounts payable under operating lease:				
Within one year	2,049	1,729	1,554	1,253
Within two to five years	6,159	5,871	1,886	1,346
In five years or more	6,216	5,949	-	-
	14,424	13,549	3,440	2,599

## Notes to the financial statements

### Year ended 31 December 2018

Note 2 provides a description of each category of financial assets and financial liabilities and the related accounting policies. The carrying amounts of financial assets and liabilities in each category are as follows:

		Hedging instruments (carried at fair value) £'000	Other liabilities (carried at amortised cost) £'000	Total £'000
<b>Financial liabilities</b>				
Current borrowings	14	-	3,176	3,176
Trade and other payables		-	8,680	8,680
Non-current borrowings	14	-	12,438	12,438
		<hr/>	<hr/>	<hr/>
		-	24,294	24,294
		<hr/>	<hr/>	<hr/>

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# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 20. Financial instruments (continued)

A description of the Group's financial instrument risks, including risk management objectives and policies is given below.

#### *Financial risk management policies and objectives*

The Group recognises that management of financial risk is an important aspect in its drive towards creating shareholder value. Management oversees financial risk management and regularly reviews its policy governing risk management practices. The Group's management monitors and manages the financial risks relating to the operations of the Group and seeks to minimise the effects of these risks by using hedging instruments to hedge these risk exposures. It is the Group's policy not to participate in speculative financial instruments.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures these risks.

#### *Capital risk management policies and objectives*

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior years.

The capital structure of the Group consists of net debt (borrowings disclosed in note 14 after deducting cash and bank balances) and equity of the Group (comprising issued capital, reserves and retained earnings). The Group is not subject to any externally imposed capital requirements.

No changes were made in the objectives, policies or processes during the years ended 31 December 2018 and 2017.

#### *Market risk*

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates (see below). The Group enters into a variety of hedging instruments to manage its exposure to interest rate and foreign currency risk, including:

- Forward contracts to hedge the price risk arising on highly probable future purchases of fuel;
- forward foreign exchange contracts to hedge the exchange rate risk arising on highly probable future purchases of fuel; and
- interest rate swaps to mitigate the risk of rising interest rates.

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 20. Financial instruments (continued)

#### *Market risk (continued)*

Hedging instruments held:

	Notional		Fair Value	
	2018	2017	2018 £'000	2017 £'000
Fuel hedges				
MT	10,080	-	(459)	-
	<u>10,080</u>	<u>-</u>	<u>(459)</u>	<u>-</u>

The Group's hedging instruments were measured at fair value and were all classified as Level 2 in the IFRS 13 fair value hierarchy, i.e. they were derived from inputs other than unadjusted quoted prices in active markets for identical assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

The fair value of fuel hedges at the reporting date was determined by a discounted cash flow valuation estimating cash flows based on forward fuel prices (from observable fuel prices at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risk of various counterparties.

#### *Fuel price risk*

Fuel is part of the operating cost of the Group. The Group seeks to hedge the price risk associated with its fuel needs and uses hedging instruments, where necessary, to achieve the desired hedge outcome.

#### *Foreign currency risk*

The Group manages its foreign exchange exposure primarily by matching revenue and costs in the relevant currencies to create a natural hedge. However the Group undertakes fuel purchase transactions linked to commodities denominated in US dollars; consequently exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

The Group has total sterling denominated cash assets of £13,809,000 (2017: £13,545,000) of which £13,872,000 (2017: £13,638,000) is held on deposit in the UK at interest rates determined by those available on the day of deposit.

Financial assets of £18,000 (2017: £18,000) were denominated in US Dollars, the rest were denominated in Pounds Sterling.

Financial liabilities were denominated in Pounds Sterling.

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 20. Financial instruments (continued)

#### *Interest rate risk management*

The Group is exposed to interest rate risk because entities in the Group borrow funds at floating interest rates. The Group's primary interest rate risk relates to its borrowings. The Group uses hedging instruments such as interest rate swaps and caps, where necessary, to achieve the desired interest rate profile in its effort to manage interest rate risk. The Group sometimes borrows at variable rates and uses interest rate swaps as cash flow hedges of future interest payments which have the economic effect of converting borrowings from floating rates to fixed rates.

#### *Interest rate risk profile of financial liabilities at 31 December 2018:*

	Floating rate financial liabilities 2018 £'000	Floating rate financial liabilities 2017 £'000	Fixed rate financial liabilities 2018 £'000	Fixed rate financial liabilities 2017 £'000
Hire purchase and finance leases	-	-	26,111	15,614

The Group's floating rate financial liabilities amount was £nil (2017: £nil). All borrowings were on a fixed rate and the weighted average interest rate was 1.93% (2017: 1.85%).

#### *Interest rate sensitivity analysis*

The sensitivity analyses have been determined based on the exposure to interest rates for hedging instruments at the balance sheet date. For floating rate liabilities, the analysis is prepared assuming the amount of liability outstanding at balance sheet date was outstanding for the whole year. A 1% increase or decrease represents management's assessment of the reasonably possible change in interest rates.

Based on sensitivity analysis performed at the end of the reporting period, management has assessed that the exposure to changes in interest rates is minimal and hence the resulting impact on the profit or other comprehensive income of the Group is insignificant.

#### *Liquidity risk management*

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

#### *Maturity of financial liabilities:*

The Group's non-borrowing related financial liabilities are all due within one year.

The maturity of the Group's financial liabilities at 31 December 2018 was as follows:

	2018 £'000	2017 £'000
In one year or less, or on demand	6,251	3,176
In more than one year but not more than two	6,252	3,176
In more than two years, but not more than five	13,608	9,262
	<u>26,111</u>	<u>15,614</u>



# **Metroline Limited**

## **Notes to the financial statements** **Year ended 31 December 2018**

### **21. Retirement benefit obligations**

#### **A. Defined contribution scheme**

The Group operates a defined contribution pension scheme. The charge for the scheme in 2018 is £4,761,000 (2017: £4,236,000). The contributions outstanding at the year end amounted to £nil (2017: £nil).

#### **B. Defined benefit schemes**

##### **Metroline and Metroline London Northern Pension Schemes**

The Group operates two UK registered trust based pension schemes that provide defined benefits. Pension benefits are linked to the members' final pensionable salaries and service at their retirement (or date of leaving if earlier). The Trustees are responsible for running the Schemes in accordance with the Schemes' Trust Deed and Rules, which sets out their powers. The Trustees of the Schemes are required to act in the best interests of the beneficiaries of the Schemes. There is a requirement that one-third of the Trustees are nominated by the members of the Schemes.

There are two categories of pension scheme members:

- Deferred members: those who have not retired and are not in receipt of a pension
- Pensioner members: in receipt of pension.

The defined benefit obligation is valued by projecting the best estimate of future benefit outflow (allowing for revaluation to retirement for deferred members and annual pension increases for all members) and then discounting to the balance sheet date. The majority of benefits receive increases linked to inflation (subject to a cap of no more than 5.0% pa). The valuation method used is known as the Accrued Benefit Method. The approximate overall duration of the Schemes' defined benefit obligation as at 31 December 2018 was 18 years.

Both schemes are now closed to new entrants. On 28 February 2007 the schemes were closed to future accrual (with the exception of those members whose retirement date was no later than 31 January 2008). This means that their benefit entitlements no longer increase in line with their length of service and salary.

#### **Future funding obligation**

The Trustees are required to carry out an actuarial valuation every three years.

The last actuarial valuation of the Metroline Pension Scheme was performed by the Scheme Actuary for the Trustees as at 31 March 2016. In respect of the deficit in the Scheme as at 31 March 2016, the Company has agreed to pay £668,000 pa from 1 June 2016 until 28 February 2021 increasing by approximately 3.6% pa. The Company therefore expects to pay £732,167 to this Scheme during the accounting year beginning 1 January 2019.

The last actuarial valuation of the Metroline London Northern Pension Scheme was performed by the Scheme Actuary for the Trustees as at 5 April 2016. In respect of the deficit in the Scheme as at 5 April 2016, the Company has agreed to pay £582,000 pa from 1 June 2016 until 28 February 2021 increasing by approximately 3.6% pa. The Company therefore expects to pay £638,417 to this Scheme during the accounting year beginning 1 January 2019.

#### **Risks**

Through the Schemes, the Company is exposed to a number of risks:

- Asset volatility: The Schemes' defined benefit obligation is calculated using a discount rate set with reference to corporate bond yields, however the Schemes invest significantly in equities. These assets are expected to outperform corporate bonds in the long term, but provide volatility and risk in the short term.
- Changes in bond yields: a decrease in corporate bond yields would increase the Schemes' defined benefit obligation, however this would be partially offset by an increase in the value of the Schemes' bond holdings.

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 21. Retirement benefit obligations (continued)

#### Risks (continued)

- Inflation risk: a significant proportion of the Schemes' defined benefit obligation is linked to inflation; therefore, higher inflation will result in a higher defined benefit obligation (subject to the appropriate caps in place). The majority of the Schemes' assets are either unaffected by inflation, or only loosely correlated with inflation, therefore an increase in inflation would also increase the deficit.
- Life expectancy: if Scheme members live longer than expected, the Schemes' benefits will need to be paid for longer, increasing the Schemes' defined benefit obligation.

The Trustees and Company manage risks in the Schemes through the following strategies:

- Diversification: investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.
- Investment strategy: The Trustees are required to review their investment strategy on a regular basis.

#### Assumptions

The results of the most recent formal actuarial valuation as at 31 March 2016 (Metroline Pension Scheme) and as at 5 April 2016 (Metroline London Northern Pension Scheme) have been updated to 31 December 2018 by a qualified independent actuary. The assumptions used are in note 21 (i) stated below.

#### (i) Principal actuarial assumptions at the reporting date were as follows:

	2018	2017
	_*	_*
Rate of increase in salaries (%)		
Revaluation of deferred pensions in excess of GMP – pension increases (%)	2.30	2.20
Annual rate of pension increases - in payment (%)	3.20	3.20
Post 88 GMP pension increases – in deferment (%)	2.0	2.0
Assumed life expectancies (in years) on retirement at age 65 are:		
Retiring today:		
- Males	19.3	19.5
- Females	21.1	21.2
Retiring in 20 years' time:		
- Males	20.3	20.5
- Females	22.3	22.4
Life expectancies are based on the following published mortality tables:		
- current pensioners	S2PA CMI_2017_M/F (YOB) rated by 3 years	S2PA CMI_2016_M/F (YOB) rated by 3 years
- non-pensioners	S2PA CMI_2017_M/F (YOB) rated by 3 years	S2PA CMI_2016_M/F (YOB) rated by 3 years
Inflation assumption - RPI (%)	3.40	3.30
Inflation assumption - CPI (%)	2.30	2.20
Discount rate for future pension liabilities (%)	2.80	2.50

\* As there are no members with benefits related to future salary progression, no assumption needs to be made with regard to salary increases.

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 21. Retirement benefit obligations (continued)

(ii) The amounts recognised in the statement of financial position are as follows:

	2018 £'000	2017 £'000
Present value of pension liability	(80,452)	(83,334)
Fair value of pension fund assets	80,369	85,111
(Deficit)/surplus	(83)	1,777
(Liability)/asset recognised in the statement of financial position	(83)	1,777
Related deferred tax asset/(liability)	14	(302)

(iii) The amounts recognised in profit and loss are as follows:

	2018 £'000	2017 £'000
Net interest	(61)	69
Scheme administrative expenses	213	200
Amount charged to profit and loss	152	269

(iv) The amounts recognised in the statement of comprehensive income (OCI) are as follows:

	2018 £'000	2017 £'000
Actuarial adjustments		
Actuarial gains/(losses) on liabilities	2,265	(557)
Return on assets excluding amounts included in net interest	(5,597)	4,250
Actuarial adjustment recognised in OCI	(3,332)	3,693

(v) Changes in the present value of the defined benefit obligation are as follows:

	2018 £'000	2017 £'000
Opening pension obligation	(83,334)	(83,202)
Interest costs on liability	(2,050)	(2,211)
Adjustments from changes in actuarial assumptions	2,265	(557)
Benefits paid to pension scheme members	2,667	2,636
Closing defined benefit obligation	(80,452)	(83,334)

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 21. Retirement benefit obligations (continued)

(vi) Changes in the fair value of the schemes' assets are as follows:

	2018 £'000	2017 £'000
Opening fair value of the schemes' assets	85,111	80,003
Interest income on schemes' assets	2,111	2,142
Return on schemes' assets less interest	(5,509)	4,326
Contributions by the company to the schemes	1,323	1,276
Benefits paid to pension scheme members	(2,667)	(2,636)
Closing fair value of the schemes' assets	80,369	85,111

All contributions with the exception of a fixed monthly contribution have now ceased. Current monthly contributions are £112,000 per month and are due to increase to £116,000 per month from June 2019.

(vii) The major categories of assets for Metroline and Metroline London Northern Pension Schemes are invested as follows:

	Fair Value at 2018 £'000	Percentage of fair value of the total schemes' assets 2018 %	Fair Value at 2017 £'000	Percentage of fair value of the total schemes' assets 2017 %
Equities	23,920	29.76	34,158	40.13
Gilts	48,424	60.25	44,125	51.85
Bonds	2,718	3.38	2,557	3.00
Property	4,432	5.52	4,082	4.80
Cash	875	1.09	189	0.22
Total market value of assets	80,369	100.00	85,111	100.00
Present value of the schemes' liabilities	(80,452)		(83,334)	
Combined (deficit)/surplus in the schemes	(83)		1,777	

The actual return on assets over the period was -4.0% (2017: 8.1%).

The schemes' assets do not directly include any of the Group's financial instruments, nor any property occupied by, or other assets used by the Group.

# Metroline Limited

## Notes to the financial statements Year ended 31 December 2018

### 22. Contingent liabilities

All material companies in the Metroline Group are party to a cross guarantee in favour of the Group's bankers.

Metroline Limited has guaranteed certain hire purchase, insurance liabilities and operating leases of Metroline Travel Limited and Metroline West Limited which amounted to £37,100,000 at the year end (2017: £28,444,000).

Amounts contracted for but not provided in the financial statements amounted to £52,267,000 (2017: £14,035,000).

### 23. Ultimate parent company and controlling party

The parent company and the controlling party of the smallest and largest group of which the Company is a member and for which Group financial statements are prepared at the balance sheet date is Braddell Limited, a company incorporated in Great Britain and ComfortDelGro Corporation Limited, a company incorporated in Singapore, respectively. Copies of its financial statements can be obtained from 205 Braddell Road, Singapore 579701, which is the registered office for the company.

### 24. Related party transactions

Balances and transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note. Transactions between the group and its associates are disclosed below.

The following amounts were outstanding at the reporting date:

	Amounts owed by related parties		Amounts due to related parties	
	2018	2017	2018	2017
	£'000	£'000	£'000	£'000
Scottish Citylink Coaches Limited	194	567	-	-
Westbus Coach Services Limited	11	10	-	-
Computer Cab plc	44	-	-	-
Flightlink International Limited	-	-	-	5
Cityfleet Networks Limited	7	7	-	-

No trading transactions took place during the year between group companies and Scottish Citylink Coaches Limited. The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No provisions have been made for doubtful debts in respect of the amounts owed by related parties.

Details of contributions by group companies to defined benefit pension schemes, which are related parties of the group, have been made in note 21.

Details of the remuneration of the directors, who are the Group's key management personnel, are given in note 4.