

Bibby Factors Invoice
Ltd

3171249

Registration number: 09351311

Bibby Invoice Finance UK Limited

Annual Report and Consolidated Financial Statements

for the Year Ended 31 December 2019



Bibby Invoice Finance UK Limited

Contents

Company Information	1
Strategic Report	2 to 6
Directors' Report	7 to 8
Directors' Responsibilities Statement	9
Independent Auditor's Report to the members of Bibby Invoice Finance UK Limited	10 to 12
Consolidated Profit and Loss Account	13
Consolidated Statement of Comprehensive Income	14
Consolidated Balance Sheet	15
Company Balance Sheet	16
Consolidated Statement of Changes in Equity	17
Company Statement of Changes in Equity	18
Consolidated Statement of Cash Flows	19
Notes to the Financial Statements	20 to 33

Bibby Invoice Finance UK Limited

Company Information

Directors	Theovinder Singh Chatha Ian Stuart Ramsden Ian Downing
Company secretary	Bibby Bros. & Co. (Management) Limited
Registered office	3rd Floor Walker House Exchange Flags Liverpool L2 3YL United Kingdom
Auditor	Deloitte LLP Statutory Auditor Liverpool United Kingdom

Bibby Invoice Finance UK Limited

Strategic Report

The Directors present their Strategic Report for the year ended 31 December 2019.

What we do

Bibby Financial Services (BFS) provides invoice finance, asset finance, trade finance and foreign exchange services to small and medium sized businesses across the world.

Products and services provided by BFS help businesses to unlock working capital and reduce the exposure of currency fluctuations.

By so doing, we enable businesses to overcome cashflow issues, purchase new equipment, grow, expand and trade overseas. We also support management buy ins and buy outs, and corporate restructuring.

Globally, BFS supports more than 12,000 business customers in over 300 industry sectors. In 2019, the business operated in 12 countries across Europe and Asia

Strategy

BFS's purpose is to help small and medium sized entities (SMEs) thrive. To deliver this purpose and achieve the Group's corporate objectives, our strategy is to 'focus and grow' and is based on three key pillars, referred to as the three 'Cs':

- Colleagues ('being a great place to work')
- Clients ('setting the standard for service and value')
- Contribution ('growing profitably')

Our people are at the heart of everything we do. By having highly engaged, motivated people - supported by technology - we provide a leading, multichannel experience to our clients. This helps us to achieve a balanced portfolio of businesses.

The focus of our strategy relates to the prioritisation of investment in key geographical locations and product businesses.

Bibby Invoice Finance UK Limited

Bibby Invoice Finance UK Limited (BIF) acts as a controlling and financing company for the factoring and invoice discounting activities of Bibby Financial Services (BFS), in the United Kingdom.

Operational review

2019 was a challenging year for the wider BFS group as it experienced a set back in strategic delivery. Despite growth in the UK and wider European businesses, headwinds faced by the North American business along with three significant bad debts impacted profitability. United Kingdom factoring and invoice discounting financial performance as reported in this set of financial statements is considered further below.

In response to the recent BFS financial performance and the continued difficult trading conditions, BFS has taken a number of measures to ensure the BFS returns to a sustainable level of profitability going forward. These include the disposal of the North American business, restructure of UK operations and central support functions and review of investment spend.

Bibby Invoice Finance UK Limited

Strategic Report

Restructure of UK operations, directly impacting BIF and subsidiaries (the “Group”) in 2020 is in response to intensifying competition across our portfolio of invoice finance products and continued liquidity in the market, creating pressure on margins and creating increased focus on overheads and cost to serve. We conducted a review of the UK Operating Model from a people, process and technology perspective in addition to our geographical footprint. The proposal is to refocus our UK footprint, implement efficiencies and standardise core processes to ensure that the UK business continues to grow. Our business strategy is to “focus and grow” which *this project will be directly supporting. This will be achieved by rationalising our footprint into key geographical areas of the UK allowing the business to centralise our back-office processes whilst retaining sales, relationship management and risk teams in the regions. We will reduce the numbers of offices we operate from 16 to 8.. The 2019 financial statements contained within are not impacted by these decisions which were announced to the business in early 2020.*

The Group remains a strong business with a healthy, growing income stream, loyal clients and an engaged team. In line with our strategic plan, we continue to grow our Corporate proposition and continue to expand the specialist businesses supporting our clients with bad debt protection, contractual debt financing and trade. We maintain a strong capital, funding and liquidity position and renegotiated our main UK securitisation facility in the final quarter of 2019 for four years. Total funding capacity for UK factoring and invoice discounting is £705m. By ensuring we have a robust mix of funding, we are better able to meet our clients’ needs in a cost efficient way.

In line with BFS’s strategy, the Group will continue to invest in our people, systems and processes to ensure that our business is able to provide support for businesses and economies both now and in the future. Service remains the key to our success. We believe that the most effective support for our clients is a blend of personal relationships underpinned by effective digital technology. To achieve this we have continued to develop proprietary digital technology within our core financial services operation. This investment has helped us to grow customer numbers and maintain the level of service we provide to existing clients across BFS; at the end of 2019 overall client satisfaction was 86% (2018: 89%) and the Net Promoter Score remains high at +38 (2018: +42).

Finally, the recent Covid-19 pandemic has affected the Group and all of its stakeholders, as may the subsequent risk of a down turn in the economy. The likely resulting recession will cause uncertainty for the Group and may impact our colleagues, clients, funders and shareholders. While it remains too early to know the full impact of Covid-19, the Group has traditionally performed well through economic cycles and therefore, we remain confident in our business model and strong experience of our colleagues to respond well to the challenges and opportunities that may arise.

Financial performance

The Group's key financial and other performance indicators for invoice finance and invoice discounting activities reported in the consolidated financial statements for Bibby Invoice Finance Limited during the year were as follows:

	Unit	2019	2018
Debts factored	£m	6,737	6,417
Monthly average client advances	£m	538	518
Year end client advances	£m	539	571
Turnover	£000	99,391	94,897
Operating profit	£000	51,342	52,119
Profit before tax	£000	31,240	32,635

Bibby Invoice Finance UK Limited

Strategic Report

Debts factored have grown by 5%, with average client funds advanced increasing to £538m (3.9%). Turnover has increased by £4.5m (4.7%) to £99.4m. The increase in turnover primarily results from the growth in debts factored and funds advanced to customers.

Profit before tax has fallen after absorbing higher client impairments, impacted by two significant clients as a result of suspected fraud. Corporate taxation charges have been eliminated by claims to United Kingdom group loss relief from fellow subsidiaries of the ultimate parent undertaking Bibby Line Group Limited, a diverse business-to-business service conglomerate. The business continues to manage its tax policies to maximise its use of such losses whilst they remain available.

Principal risks and uncertainties

The Group serves small and medium sized companies (SMEs). Growth in the SME financing market is influenced by the wider economic environment and business confidence. The market place for the Group is increasingly competitive, creating pressure on income growth and margins. A challenging macro-economic environment in 2019 impacted the level of growth in the UK.

Political uncertainty during the transition period for the UK to leave the European Union may impact wider business confidence, and the recent COVID-19 pandemic that has spread across the world has naturally affected the Group and all of its stakeholders. This has increased uncertainty and resulted in a down turn in the economy and will almost certainly lead to global recession. While it remains too early to know the full impact of Covid-19 on the markets in which we operate, we remain confident in our business model and strong experience of our colleagues to respond well to the challenges and opportunities that may arise. Operational resilience has allowed the Group to continue to operate effectively through the pandemic, with all colleagues being able to work from home when needed, supported by robust systems and technology that continue to meet client needs. We continue to maintain a good capital position which will provide protection against lower profitability. We also have a solid funding base and strong funding relationships, principally through our UK Securitisation facility, with the facility extended through to 2023, allowing us to continue to support our customers and meet liquidity requirements. Our client portfolio is well diversified with both client and debtors well spread. Debtor concentrations remain low and we have limited exposure to industries, including hotels and hospitality, currently expected to be most impacted by Covid-19. We continue to take a considered approach managing the impact of Covid-19 on the Group and its key stakeholders including continually scenario planning and stress testing its financial position to ensure we remain well positioned as the situation evolves.

The UK invoice finance and invoice discounting market is evolving and self-regulated where going 'above and beyond' the minimum is fundamental to the management of the business. We continue to proactively lead in self-regulation and continue to strengthen standards to ensure that robust quality assurance and risk management processes are embedded at all levels of the organisation. Giving excellent client service is central to these processes as we develop and grow. We therefore endeavour to manage operations responsibly and conduct business in an ethical and transparent way.

Commercial risks and uncertainties

Our marketplace continues to present commercial risks and uncertainties as a result of competitive developments, the macro economic climate and changing client requirements. To manage these risks, we aim to provide our clients with a high standard of service and develop our product portfolio and omni-channel environment to better meet their needs. As mentioned above we continue to maintain a strong liquidity position and solid funding relationships. Our principal activities involve credit risk in respect of our clients and their customers. We manage this risk by taking adequate security and through a series of internal controls both manual and systems based.

Bibby Invoice Finance UK Limited

Strategic Report

Risk management

Risk management, robust governance and internal control are central to the way we manage all aspects of our business. Responsible practices underpin our values, behaviours and culture and they enable the Group to grow in a sustainable way.

Our risk management processes and systems manage, rather than eliminate, risk. Our risk framework is overseen by BFS's Global Risk team on behalf of the Board and is represented by the 'three lines of defence' model:

- Ownership of risk at a business level
- Central management support and board oversight
- Independent review

This framework enables us to review key risks facing the Group, and manage and mitigate outcomes ensuring the continued profitability and success.

The first line of defence for risk management is placed at the business level. A significant role of all business managers throughout our operations is to ensure risk is managed appropriately and effectively.

Central management support forms the second line of defence and independently assesses all material risks. The third line, which includes internal audit and the BFS Audit Committee, independently reviews and challenges the Group's risk management controls, processes and systems.

Section 172(1) statement

From the perspective of the BIF Board, as a result of the group governance structure whereby some of the BIF Board is embedded within the BFS board, the matters that it is responsible for considering under Section 172 (1) of the Companies Act 2006 have been considered to an appropriate extent by the BFS Board in relation to both BFS and to BIF. The BIF Board has also considered relevant matters where appropriate. To the extent necessary for an understanding of the development, performance and position of BIF, an explanation of how the BFS Board has considered the matters set out in s172 (for BFS and for BIF) is set out on page 8, 9 and 10 of BFS's Annual report, which does not form part of this report.

Financial instruments

Objectives and policies

The financial risks the Group faces have been considered by the Board and policies are in place to effectively manage each risk. We consider the most significant financial risks to be liquidity risk, finance cost risk and credit risk. In each case, the risk is managed by matching assets and liabilities on the relevant basis.

Price risk, credit risk, liquidity risk and capital adequacy

Price risk:

The Group advances to clients and raises funds on a largely matched basis. The Group charges clients and pays for funds on an aligned charging basis and we raise funds in the same currency as we advance.

Credit risk:

Credit risk is defined as the risk of loss in relation to an advance made by one of the Group's business units. Operating businesses are provided with appropriate levels of credit discretion. Credit exposures above these levels set are only approved by Senior Underwriters, Regional CEO and Board Credit Committee as appropriate.

Bibby Invoice Finance UK Limited

Strategic Report

Credit risk analysis is focused on ensuring that risks have been fully identified and that the risk is understood and acceptable against the expected rewards. The Group uses system generated risk monitoring and internal rating processes. However, the Group does not seek to rely on quantitative models to assess credit risk but uses fundamental credit analysis as the basis for risk decisions.

Credit exposures are monitored against limits and client facility limits are in place for all facilities. Credit policies are in place to avoid unacceptable client credit risk.

Liquidity risk:

Liquidity risk is assessed by the Group on a regular basis. The Board receives and assesses cash flows of the business at each quarterly meeting of the Directors. The Group maintains cash defences to accommodate potential perceived demands on liquidity arising from losses and other scenarios.

Capital adequacy:

Capital adequacy is assessed by the Board on a regular basis to ensure that the business has adequate capital to withstand potential losses and provide creditors with adequate protection. The Group maintains undrawn facilities available on our existing loan book to ensure there is adequate capital in addition to earnings which increase funds available in the year.

Approved by the Board on 7 July 2020 and signed on its behalf by:



.....
Bibby Bros. & Co. (Management) Limited
Company secretary

Duly Authorised Signatory
For and on behalf of
Bibby Bros. & Co. (Management)
Limited, SECRETARY

Bibby Invoice Finance UK Limited

Directors' Report for the Year Ended 31 December 2019

The Directors present their report for the year ended 31 December 2019.

Directors of the Company

The directors who held office during the year were as follows:

Theovinder Singh Chatha (appointed 23 September 2019)

Ian Stuart Ramsden

Ian Downing

Stephen George Rose (resigned 23 September 2019)

Kieran Mihkail Monteil (resigned 27 February 2020)

Directors' liabilities

The Company has made qualifying third party indemnity provisions for the benefit of its Directors which were in place during the year and remain in force at the date of this report. Similar provisions are in place for directors of all subsidiaries within the Group.

Dividends

The directors recommend a final dividend payment of £30,000,000 be made in respect of the financial year ended 31 December 2019. This dividend will be paid in 2020 after approval of the financial statements and the approval of the financial statements of subsidiary undertakings. On this basis it has not been recognised as a liability in the financial statements.

Going concern

The Directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for a period of at least 12 months from the date of this report. Accordingly, they continue to adopt the going concern basis in preparing the financial statements. In reaching this assessment the Directors considered the financial statements, the Group's budget, operating plan and updated forecasts, in light of Covid-19, along with a range of stress scenarios. The Directors also considered the impact of the prior year restatement on the Group's financial position and forecasted performance. There is a letter of support in place between the Group and its Parent Company (BFS). The letter of support states that the Parent Company, for at least 12 months from the date of approval of these accounts, will continue to make available such funds as are needed to enable the Group to meet its liabilities in the ordinary course of business as they fall due. Further details regarding the adoption of the going concern basis can be found in the Accounting Policies in Note 2 of the Financial Statements.

Matters included in Strategic Report

In accordance with s414C(11) of the Companies Act 2006, included within the strategic report is information relating to the future development of the business and the financial instruments policies and risks of the business, which would otherwise be required by Schedule 7 of the 'Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008' to be contained in the directors' report. This information also includes details of strategic post balance sheet events.

In accordance with s172 of the Companies Act 2006, included within the strategic report is information relating to employee engagement and business relationships, which would otherwise be required by Schedule 7 of the 'Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008' to be contained in the directors report.

Bibby Invoice Finance UK Limited

Directors' Report for the Year Ended 31 December 2019 (continued)

Employment of disabled persons

It is the policy of the Group to ensure that all sections of the community have an equal opportunity in matters related to employment including giving full and fair consideration to applications for employment made by disabled persons. If any employee becomes disabled whilst employed by a group company, every effort is made to find suitable continuing employment, with re-training as necessary. Disabled persons share equally in the opportunities available for training, career development and promotion.

Stakeholders

We proactively seek to build and maintain strong relationships with our stakeholders. Our main stakeholders comprise our people, clients, partners, lenders and communities. Understanding their views is a key part of managing our business and we actively engage with them on a regular basis to listen to their views and concerns and also gather feedback on our activities. Our efforts are focused on clients at the heart of everything we do, alongside creating a working environment that encourages our people to be engaged and motivated. In parallel, dialogue and regular engagement with our partners and lenders helps us to meet their evolving needs and we work hard to deliver value through the support we provide to charities and the communities we operate in.

Corporate responsibility

Our approach to corporate responsibility is integral to how we operate, enabling us to build a sustainable future in a responsible and ethical manner. This encompasses how we treat employees, clients, partners and suppliers as well as playing a positive role and investing in local communities and minimising our impact on the environment.

The importance of the environment we operate in is recognised through our policies which aim to protect and minimise our environmental impacts where possible. Our initiatives are aimed at managing our use of energy and recycling to ensure that our impact is minimal.

Employee involvement

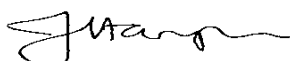
Our success depends on our people and we operate a culture where we engage, motivate and help employees to achieve their potential. Diversity, safety, well-being, training and career development are an essential part of our culture to ensure we are meeting the needs of our people. We are therefore delighted that our engagement scores continue to improve year-on-year. This is a clear demonstration of the success we are delivering against "Being a great place to work".

The team make the difference to our clients, working to deliver high standards and in turn, the value our clients perceive, demonstrated through an impressive Net Promoter Score. Our people also make a positive contribution to support our local communities through our 'Giving Something Back' programme; playing an active role volunteering and fundraising.

Disclosure of information to the auditor

Each Director has taken steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information. The Directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware. This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Approved by the Board on 7 July 2020 and signed on its behalf by:



.....
Bibby Bros. & Co. (Management) Limited
Company secretary

Page 8

Duly Authorised Signatory
For and on behalf of
Bibby Bros. & Co. (Management)
Limited, SECRETARY

Bibby Invoice Finance UK 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 financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland'. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

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

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and 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 Group and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Bibby Invoice Finance UK Limited

Independent Auditor's Report to the members of Bibby Invoice Finance UK Limited

Report on the audit of the financial statements

Opinion on the financial statements

In our opinion the financial statements of Bibby Invoice Finance UK Limited (the 'Parent company') and its subsidiaries (the 'Group'):

- give a true and fair view of the state of the Group's and the Company's affairs as at 31 December 2019 and of the Group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including FRS 102 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland'; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise the Consolidated Profit and Loss Account, the Consolidated Statement of Comprehensive Income, the Consolidated Balance Sheet, the Company Balance Sheet, the Consolidated Statement of Changes in equity, the Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows and the Notes to the Financial Statements 1 to 21.

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

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 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.

Bibby Invoice Finance UK Limited

Independent Auditor's Report to the members of Bibby Invoice Finance UK 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. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

Opinion 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.

Bibby Invoice Finance UK Limited

Independent Auditor's Report to the members of Bibby Invoice Finance UK Limited (continued)

In the light of the knowledge and understanding of the group and parent and its environment obtained in the course of the audit, we have not identified any material misstatements in the Strategic Report and 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 Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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.

DocuSigned by:

C1ECC1ADB8424E5.

.....
Martin Watson ACA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP,
Statutory Auditor
Liverpool
United Kingdom

7 July 2020

Bibby Invoice Finance UK Limited

Consolidated Profit and Loss Account for the Year Ended 31 December 2019

	Note	2019 £ 000	2018 £ 000
Turnover	3	99,391	94,897
Cost of sales		<u>(48,049)</u>	<u>(42,778)</u>
Operating profit	4	51,342	52,119
Interest payable and similar charges	7	<u>(20,102)</u>	<u>(19,484)</u>
Profit before tax		31,240	32,635
Taxation	8	<u>-</u>	<u>-</u>
Profit for the financial year		<u>31,240</u>	<u>32,635</u>
Profit attributable to:			
Owners of the company		<u>31,240</u>	<u>32,635</u>

The above results were derived from continuing operations.

Bibby Invoice Finance UK Limited

**Consolidated Statement of Comprehensive Income for the Year Ended 31 December
2019**

	2019 £ 000	2018 £ 000
Profit for the year	<u>31,240</u>	<u>32,635</u>
Total comprehensive income for the year	<u>31,240</u>	<u>32,635</u>
Total comprehensive income attributable to:		
Owners of the company	<u>31,240</u>	<u>32,635</u>

The notes on pages 20 to 33 form an integral part of these financial statements.

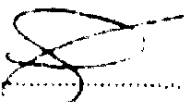
Bibby Invoice Finance UK Limited

(Registration number: 09351311)

Consolidated Balance Sheet as at 31 December 2019

	Note	2019 £ 000	2018 £ 000
Fixed assets			
Tangible assets	10	12	31
Current assets			
Debtors	11	701,936	734,512
Creditors: Amounts falling due within one year	12	<u>(146,362)</u>	<u>(133,469)</u>
Net current assets		<u>555,574</u>	<u>601,043</u>
Total assets less current liabilities		555,586	601,074
Creditors: Amounts falling due after more than one year	12	<u>(511,820)</u>	<u>(512,548)</u>
Net assets		<u>43,766</u>	<u>88,526</u>
Capital and reserves			
Called up share capital	14	67,750	67,750
Other reserves	15	(56,717)	(56,717)
Profit and loss account		<u>32,733</u>	<u>77,493</u>
Shareholders' funds		<u>43,766</u>	<u>88,526</u>

Approved and authorised by the Board on 7 July 2020 and signed on its behalf by:



Ian Downing
Director

The notes on pages 20 to 33 form an integral part of these financial statements.

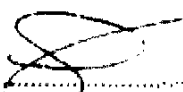
Bibby Invoice Finance UK Limited

(Registration number: 09351311)
Company Balance Sheet as at 31 December 2019

	Note	2019 £ 000	2018 £ 000
Fixed assets			
Investments	9	67,750	67,750
Current assets			
Debtors	11	523,928	521,425
Cash at bank and in hand		-	764
		523,928	522,189
Creditors: Amounts falling due within one year	12	(5,906)	(4,205)
Net current assets		518,022	517,984
Total assets less current liabilities		585,772	585,734
Creditors: Amounts falling due after more than one year	12	(511,820)	(512,548)
Net assets		73,952	73,186
Capital and reserves			
Called up share capital	14	67,750	67,750
Profit and loss account		6,202	5,436
Shareholders' funds		73,952	73,186

The Company profit for the year as reported in the Company Statement of Changes in Equity is £70,766,000 (2018: £698,000).

Approved and authorised by the Board on 7 July 2020 and signed on its behalf by:


.....
Ian Downing
Director

Bibby Invoice Finance UK Limited

Consolidated Statement of Changes in Equity for the Year Ended 31 December 2019

	Share capital £ 000	Other reserves £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2019	67,750	(56,717)	77,493	88,526
Profit for the year	-	-	31,240	31,240
Dividends	-	-	(76,000)	(76,000)
At 31 December 2019	<u>67,750</u>	<u>(56,717)</u>	<u>32,733</u>	<u>43,766</u>

	Share capital £ 000	Other reserves £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2018	67,750	(56,717)	44,858	55,891
Profit for the year	-	-	32,635	32,635
At 31 December 2018	<u>67,750</u>	<u>(56,717)</u>	<u>77,493</u>	<u>88,526</u>

The notes on pages 20 to 33 form an integral part of these financial statements.

Bibby Invoice Finance UK Limited

Company Statement of Changes in Equity for the Year Ended 31 December 2019

	Called up share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2019	67,750	5,436	73,186
Profit for the year	-	76,766	76,766
Dividends	-	(76,000)	(76,000)
At 31 December 2019	<u>67,750</u>	<u>6,202</u>	<u>73,952</u>

	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2018	67,750	4,738	72,488
Profit for the year	-	698	698
At 31 December 2018	<u>67,750</u>	<u>5,436</u>	<u>73,186</u>

The notes on pages 20 to 33 form an integral part of these financial statements.

Bibby Invoice Finance UK Limited

Consolidated Statement of Cash Flows for the Year Ended 31 December 2019

	Note	2019 £ 000	2018 £ 000
Cash flows from operating activities			
Profit for the year		31,240	32,635
Adjustments to cash flows from non-cash items			
Depreciation of tangible fixed assets	4	48	18
Finance costs	7	20,102	19,484
		<u>51,390</u>	<u>52,137</u>
Working capital adjustments			
Decrease/(increase) in trade debtors		5,423	(69,206)
Increase in trade creditors		11,125	22,025
Net cash flow from operating activities		<u>67,938</u>	<u>4,956</u>
Cash flows from investing activities			
Acquisition of tangible assets		(29)	(25)
Cash flows from financing activities			
Finance costs paid		(20,385)	(18,631)
Net cash flows from bank borrowing draw downs		(445)	85,045
Cash flows from group financing arrangements		26,970	(70,250)
Dividends paid		(76,000)	-
Net cash flows from financing activities		<u>(69,860)</u>	<u>(3,836)</u>
Net (decrease)/increase in cash and cash equivalents		(1,951)	1,095
Cash and cash equivalents at 1 January		<u>(2,086)</u>	<u>(3,181)</u>
Cash and cash equivalents at 31 December		<u><u>(4,037)</u></u>	<u><u>(2,086)</u></u>

The notes on pages 20 to 33 form an integral part of these financial statements.

Bibby Invoice Finance UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2019

1 General information

Bibby Invoice Finance UK Limited is a private company limited by shares and incorporated in England, registration number 09351311. The address of its registered office and principal place of business is 3rd Floor Floor, Walker House, Exchange Flags, Liverpool, L2 3YL, United Kingdom.

The Company is a wholly-owned subsidiary of Bibby Financial Services (UK) Limited. Bibby Financial Services Limited is the parent company of the smallest group which consolidates the financial information of the Company. The ultimate parent undertaking is Bibby Line Group Limited and is the largest group which consolidates the financial information of the Company. All parent companies are incorporated in England.

The ultimate controlling party is disclosed in the financial statements of Bibby Line Group Limited. Copies of the financial statements of all subsidiaries of Bibby Line Group Limited can be obtained from its registered office at 3rd Floor, Walker House, Exchange Flags, Liverpool, L2 3YL, United Kingdom.

These financial statements were authorised for issue by the Board on 7 July 2020.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

Statement of compliance

The financial statements have been prepared in accordance with FRS 102 'The Financial Reporting Standard Applicable in the UK and Republic of Ireland' and applicable legislation as set out in the Companies Act 2006 and The Large and Medium-sized Companies and Groups Regulations 2008.

Basis of preparation

The financial statements have been prepared under the historical cost convention except for any derivative financial instruments which are stated at their fair values. The primary economic environment in which the Company operates is governed by the Great British Pound, its functional currency. As such the financial statements have been prepared in this currency.

Basis of consolidation

The financial statements incorporate the results of the Company and its subsidiary undertakings. Subsidiaries are included within the consolidation where the Company has control over such entities, thereby having the power to govern the financial and operational policies of the entity so as to obtain benefits from its activities.

The Company inherited ownership and control of its subsidiaries in 2015 and elected to apply the provisions of FRS 102 Section 19.27 'Group reconstructions'. The results and cash flows of all combining entities are brought into the consolidated financial statements from the beginning of the financial year in which the combination occurred. The comparative information reflects the results and cash flows for all combining entities for the previous full reporting period.

Bibby Invoice Finance UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

All intra-group transactions, balances, income and expenses are eliminated on consolidation. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Company. The accounting periods of subsidiaries are coterminous with those of the Company.

Disclosure exemptions within FRS 102

No profit and loss account is presented for the Company as permitted by Section 408 of the Companies Act 2006. Its profit for the financial year is reported in the Statement of Changes in Equity. The Company has also taken advantage of the provisions of FRS 102 Section 1.12 to not prepare a Statement of Cash Flows.

Going concern

The financial statements are prepared on a going concern basis. In reaching their view on the preparation of the financial statements on a going concern basis, the Directors are required to consider whether the Company can continue in operational existence for the foreseeable future. The continuing uncertain economic conditions present increased risks for all businesses, including those posed by the Coronavirus pandemic in 2020. Many global governments are taking increasingly stringent steps to help contain or delay the spread of the virus. Currently, there is a significant increase in economic uncertainty which is, for example, evidenced by more volatile asset prices and currency exchange rates.

In response to such conditions the Directors have carefully considered these risks, including an assessment of any uncertainty on the viability of the Company's business model and the extent to which they may affect the preparation of the financial statements on a going concern basis. Based on this assessment, the Directors consider that the Company maintains an appropriate level of capital and available liquidity, sufficient to meet the demands of the business and the requirements which might arise in stressed circumstances. The Company remains compliant with all banking covenants. In addition, the Company's assets are assessed for recoverability on a regular basis and provision is made where appropriate. The Directors consider that the Company is not exposed to losses on these assets which would affect their decision to adopt the going concern basis.

Revenue recognition

Revenue arises from continuing activities and represents discount, service and other charges to clients, net of value added tax.

Service and other income is measured at the fair value of consideration received or receivable and is recognised when services are delivered, and when it is probable that future economic benefits will flow to the entity.

Discount income on financial assets that are classified as loans and receivables within trade debtors is determined using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income over the expected life of the asset. The effective interest rate is the rate that exactly discounts estimated future cash flows to the instruments initial carrying amount.

Foreign currency transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rate prevailing at the date the transaction took place. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the closing rate at the reporting date and any exchange difference is included in the profit or loss.

Operating leases

Operating lease rentals are charged to profit or loss on a straight line basis over the lease term.

Bibby Invoice Finance UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

Tax

Tax for the period comprises current tax.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Investments

Investments held as fixed assets are held on the balance sheet of the Company at cost, less any impairment provision.

Tangible fixed assets

Tangible fixed assets are measured at cost less accumulated depreciation and any accumulated impairment losses. Depreciation is provided to allocate the cost of the assets less their estimated residual values, over their expected useful economic life using a straight line basis as follows:

Asset class	Depreciation method and rate
Office equipment	3 - 7 years

Financial instruments

The Company has applied the provisions of FRS 102 Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' in full.

Classification

Financial assets and liabilities are recognised when the Group becomes party to the contractual provisions of the financial instrument. The Group holds basic financial instruments which comprise cash and cash equivalents, trade and other debtors, trade and other creditors.

Financial asset and liability debt instruments are classified as basic financial instruments where they meet all of the following conditions:

(A) Returns to the holder are (i) a fixed amount, or (ii) a fixed rate of return over the life of the instrument; or (iii) a variable return that, throughout the life of the instrument, is equal to a single referenced quoted or observable interest rate; or (iv) some combination of such fixed rate and variable rates, providing that both rates are positive;

(B) There is no contractual provision that could, by its terms, result in the holder losing the principal amount or any interest attributable to the current period or prior periods;

(C) Contractual provisions that permit the issuer to prepay a debt instrument or permit the holder to put it back to the issuer before maturity are not contingent on future events, other than to protect: (i) the holder against the credit deterioration of the issuer, or a change in control of the issuer; or (ii) the holder or issuer against changes in relevant taxation or law; and

Bibby Invoice Finance UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

(D) There are no conditional returns or repayment provisions except for the variable rate return described in (A) and prepayment provisions described in (C).

Recognition and measurement

Financial assets, classified as basic financial instruments are cash and cash equivalents and trade and other debtors. Financial liabilities, classified as basic financial instruments are trade and other creditors, including loans and borrowings. All specific recognition and measurement policies of each component are presented in the individual policies below.

Equity instruments are classified in accordance with the substance of the contractual agreement. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the fair value of the cash or other resources received or receivable, net of direct costs of issuing the equity instruments.

Impairment

The Group assesses whether there is objective evidence that any trade or other debtor may be impaired. A provision for impairment is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the debtor. The amount of the provision is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised immediately in profit or loss.

Trade receivables

Trade debtors represent debts assigned under factoring agreements, net of impairment provisions and deferred assignment consideration owed to factoring clients where there is a full right of recourse.

When debts are assigned, the Group obtains full ownership rights of the invoice, the economic rewards and risk. Trade debtors are recognised initially at the transaction price less deferred assignment consideration owed to full-recourse clients. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment.

Cash and cash equivalents

The Group is party to a composite accounting structure agreement with one of their bankers. This agreement treats all the sterling bank accounts included in the agreement as one account. As a result positive and negative cash balances included in the agreement are shown net in the consolidated balance sheet.

Trade payables

Trade creditors are deferred assignment consideration owed to factoring clients where there is not a full right of recourse, and obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if the Group does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost.

Bibby Invoice Finance UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

Borrowings

The Group securitises its debts by selling debts assigned to an issuing party, who using the invoices as security borrows funds from third party investors, by issuing variable funding notes to those investors.

Under securitisation, in economic substance the trade debtors accounting policy is unchanged. Although debts are assigned to the issuing party to enable funding, the Group retains the economic reward and risk of the debtor. With debtors remaining recognised, securitisation funding is reported as a loan.

Associated interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments.

Retirement benefits

Certain subsidiaries of the Group are members of the Bibby Line Group Limited Defined Benefit Pension Scheme. The scheme was closed to new entrants from 1 April 2000 and closed to future accruals for existing members from 30 September 2011. The Group is unable to identify its share of the underlying assets and liabilities of the scheme on a consistent and reasonable basis. As a result, the Group accounts for the scheme as if it were defined contribution.

The Group pays contributions to other publicly or privately administered defined contribution pension insurance plans on a contractual basis.

Under all pension schemes accounted for as defined contribution the amounts that become payable during the financial year are recognised in profit or loss. Differences between contributions payable during the financial year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

Critical accounting policies where judgement and estimation may be applied

In applying the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The Directors' judgements, estimates and assumptions are based on the best and most reliable evidence available at the time when the decisions are made, and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ.

The estimates and underlying assumptions are reviewed on an on-going 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.

The critical influence that the Directors have shown in the process of applying the Company's accounting policies and that has the most significant effect on the amounts recognised in financial statements is within the impairment of financial assets.

Bibby Invoice Finance UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

2 Accounting policies (continued)

Assessment of the impairment of financial assets:

In considering indications of impairment the Directors consider a number of qualitative and quantitative factors including but not limited to: client advance ratios; client recourse arrangements; receivables lending verification coverage; ordinary client commercial variation risk impacting on receivables measurement; valuation of client security; general debtor days, and other market led intelligence. All factors influence the Directors judgement on the credit quality of client financial and impairment provisions carried in the financial statements.

3 Revenue

The analysis of the group's turnover for the year by market is as follows:

	2019 £ 000	2018 £ 000
United Kingdom	<u>99,391</u>	<u>94,897</u>

4 Operating profit

Arrived at after charging:

	2019 £ 000	2018 £ 000
Depreciation of tangible fixed assets	48	18
Impairment of financial assets that are trade receivables	9,223	4,034
Operating leases recognised as expense	<u>1,213</u>	<u>1,126</u>

The Directors received no direct remuneration for their services to the Company in either the current or preceding year. The Directors are remunerated for their services to the group as a whole and no apportionment made.

5 Auditor's remuneration

	2019 £ 000	2018 £ 000
Audit of these financial statements	<u>60</u>	<u>60</u>

Bibby Invoice Finance UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

6 Staff costs

The aggregate payroll costs were as follows:

	2019 £ 000	2018 £ 000
Wages and salaries	10,559	11,301
Social security costs	1,080	1,051
Pension costs	392	364
	<u>12,031</u>	<u>12,716</u>

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

	2019 No.	2018 No.
Administration and support	<u>320</u>	<u>361</u>

7 Interest payable and similar charges

	2019 £ 000	2018 £ 000
Interest on bank overdrafts and borrowings	<u>20,102</u>	<u>19,484</u>

8 Taxation

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2018 - lower than the standard rate of corporation tax in the UK) of 19% (2018 - 19%).

The differences are reconciled below:

	2019 £ 000	2018 £ 000
Profit before tax	<u>31,240</u>	<u>32,635</u>
Corporation tax at standard rate	5,936	6,201
Effect of tax losses claimed from fellow subsidiary undertakings of the ultimate parent undertaking	<u>(5,936)</u>	<u>(6,201)</u>
Total tax charge/(credit) for the year	<u>-</u>	<u>-</u>

Bibby Invoice Finance UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

9 Investments

Company

	2019 £ 000	2018 £ 000
Investments in subsidiaries	<u>67,750</u>	<u>67,750</u>

A full list of subsidiary undertakings is reported in Note 21 to the Financial Statements.

10 Tangible fixed assets

Group

	Office equipment £ 000
Cost	
At 1 January 2019	3,519
Additions	<u>29</u>
At 31 December 2019	<u>3,548</u>
Depreciation	
At 1 January 2019	3,487
Charge for the year	<u>48</u>
At 31 December 2019	<u>3,535</u>
Carrying amount	
At 31 December 2019	<u>12</u>
At 31 December 2018	<u>31</u>

Bibby Invoice Finance UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

11 Debtors

	Group		Company	
	2019 £ 000	2018 £ 000	2019 £ 000	2018 £ 000
Trade debtors	651,600	657,202	550	804
Amounts owed by group undertakings	49,774	76,744	523,378	520,621
Prepayments and accrued income	562	566	-	-
	<u>701,936</u>	<u>734,512</u>	<u>523,928</u>	<u>521,425</u>
			Group	
			2019 £ 000	2018 £ 000
Assigned debts receivable net of impairment provision			903,701	915,714
Less deferred assignment consideration owed to factoring clients where there is a full right of recourse			(252,101)	(258,512)
Trade debtors			<u>651,600</u>	<u>657,202</u>

12 Creditors

	Group		Company	
	2019 £ 000	2018 £ 000	2019 £ 000	2018 £ 000
Due within one year				
Bank overdrafts	3,855	2,086	1,304	-
Trade creditors	58	170	-	-
Deferred assignment consideration owed to factoring clients where there is not a full right of recourse	138,165	127,387	-	-
Amounts owed to group undertakings	-	-	4,152	4,152
Social security and other taxes	2,438	2,630	43	42
Accrued expenses	1,846	1,196	407	11
	<u>146,362</u>	<u>133,469</u>	<u>5,906</u>	<u>4,205</u>
Due after one year				
Loans and borrowings	<u>511,820</u>	<u>512,548</u>	<u>511,820</u>	<u>512,548</u>

Bibby Invoice Finance UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

12 Creditors (continued)

The Group securitises its trade debts by selling client debts assigned to it to an issuing party within a £705m funding facility. The securitisation facility is made up of multi currency variable fund notes and sterling denominated junior notes securitised against book trade receivables and floating charges over other Group book assets. In respect of trade debts, the amount recoverable under this security is limited to the amount of the debt actually prepaid to clients. The facility is performance guaranteed by parent undertakings. The interest charged on the facility is based on variable rates above interbank rates. The facility was extended in 2019 through to 2023.

13 Financial instruments

Group

Categorisation of financial instruments

	2019 £ 000	2018 £ 000
Financial assets that are basic financial instruments, including trade debtors that are measured at amortised cost less any relevant impairment provision	701,936	734,512
Financial liabilities that basic financial instruments and are external financial debt liabilities including overdrafts, loans and borrowings, measured on an amortised costs basis	511,820	512,548
Other financial liabilities, including trade and other payables that are measured on an amortised cost basis	146,362	133,469

14 Called up share capital

Allotted, called up and fully paid shares

	2019 No. 000	2019 £ 000	2018 No. 000	2018 £ 000
Ordinary shares of £1 each	<u>67,750</u>	<u>67,750</u>	<u>67,750</u>	<u>67,750</u>

15 Reserves

Group

Other reserves

The other reserve arises on consolidation when applying the merger method of consolidation for business combination. The reserve represents the elimination of share consideration allotted on the inheritance of control of subsidiaries from the parent company as part of group reorganisation.

Bibby Invoice Finance UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

16 Dividends

	2019 £ 000	2018 £ 000
Dividend paid to corporate shareholder	<u>76,000</u>	<u>-</u>

17 Obligations under leases

Group

Operating leases

The total of future minimum lease payments is as follows:

	2019 £ 000	2018 £ 000
Not later than one year	1,174	1,048
Later than one year and not later than five years	3,341	3,152
Later than five years	<u>143</u>	<u>606</u>
	<u>4,658</u>	<u>4,806</u>

18 Retirement benefits

Defined benefit pension schemes

Bibby Line Group Limited Defined Benefit Pension Scheme

Certain companies of the Group are members of the Bibby Line Group Limited Defined Benefit Pension Scheme. The principal employer of the Scheme has recognised the full deficit in the Scheme and makes contributions in line with a schedule of contributions agreed with the Trustees of the pension scheme.

A Scheme deficit of £4,767,000 (2018: £3,215,000) is noted in the financial statements of the principal employer, Bibby Line Group Limited. In being unable to identify its share of the underlying assets and liabilities of the scheme, the Group accounts for the scheme as if it were defined contribution, however the scheme was closed to new entrants in April 2000 and closed to future accrual for existing members in September 2011.

Bibby Invoice Finance UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

18 Retirement benefits (continued)

Defined contribution pension scheme

The pension charge for the year represents contributions payable to publicly or privately administered defined contribution pension plans and amounts to £392,000 (2018 - £364,000).

19 Related party transactions

Summary of transactions with other related parties

The Company has taken advantage of the exemption in FRS 102 Section 33 'Related Party Disclosures' from disclosing transactions with other wholly owned members of the group controlled by the parent undertaking. There is no key management personnel identified other than the directors of the business and details about their remuneration for services provided to the company is disclosed in Note 4 to the *Financial Statements*.

20 Non adjusting events after the financial period

In January 2020, the business announced restructuring decisions including a reduction in operating offices from 16 to 8. The 2019 financial statements are not impacted by these decisions and the 2020 financial statements will include provision for all restructuring costs.

On 11 March 2020, the World Health Organisation declared the Coronavirus (Covid-19) outbreak to be a pandemic in recognition of its rapid spread across the globe, with over 150 countries now affected. Many governments are taking increasingly stringent steps to help contain or delay the spread of the virus. For the year ended 31 December 2019, the Coronavirus outbreak and the related impacts are considered non-adjusting events with no impact on asset and liability measurements included in the financial statements. Like-for-like debts factored and average client advances have fallen 11% in the first 5 months of 2020 directly as a result of UK lockdown. Further details of risk management are contained in the Strategic Report.

21 Investments

Details of undertakings

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are listed below. For the year ended 31 December 2019 all subsidiaries have taken exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The registered office of all subsidiaries is 3rd Floor, Walker House, Liverpool, L2 3YL, with the exception of Bibby Factors Scotland Limited. The registered office of Bibby Factors Scotland Limited is 1st Floor, Unit 2, Block B, Kittle Yards, Causewayside, Edinburgh, EH9 1PJ, Scotland.

Bibby Invoice Finance UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

21 Investments (continued)

Details of subsidiary undertakings

Undertaking	Country of incorporation	Holding	Proportion of voting rights and shares held	
			2019	2018
Subsidiary undertakings				
Bibby ACF Limited	England	Ordinary	100%	100%
Bibby Factors Bedford Limited	England	Ordinary	100%	100%
Bibby Factors Borehamwood Limited	England	Ordinary	100%	100%
Bibby Factors Bristol Limited	England	Ordinary	100%	100%
<i>Bibby Factors Leicester Limited</i>	<i>England</i>	<i>Ordinary</i>	100%	100%
Bibby Factors Limited	England	Ordinary	100%	100%
Bibby Factors Manchester Limited	England	Ordinary	100%	100%
Bibby Factors Northeast Limited	England	Ordinary	100%	100%
Bibby Factors Northwest Limited	England	Ordinary	100%	100%
Bibby Factors Scotland Limited	Scotland	Ordinary	100%	100%
Bibby Factors Slough Limited	England	Ordinary	100%	100%
Bibby Factors Sussex Limited	England	Ordinary	100%	100%
Bibby Factors Yorkshire Limited	England	Ordinary	100%	100%
Bibby Factors Wessex Limited	England	Ordinary	100%	100%
Bibby Trade Factors Limited	England	Ordinary	100%	100%
<i>Bibby Factors International Limited</i>	<i>England</i>	<i>Ordinary</i>	100%	100%
Bibby Transactional Finance Limited	England	Ordinary	100%	100%
Bibby Invoice Discounting Limited	England	Ordinary	100%	100%
Bibby Revolving Finance Limited	England	Ordinary	100%	100%

Bibby Invoice Finance UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2019 (continued)

21 Investments (continued)

Details of principal activities

The principal activity of Bibby ACF Limited is debt factoring.

The principal activity of Bibby Factors Bedford Limited is debt factoring.

The principal activity of Bibby Factors Borehamwood Limited is debt factoring.

The principal activity of Bibby Factors Bristol Limited is debt factoring.

The principal activity of Bibby Factors Leicester Limited is debt factoring.

The principal activity of Bibby Factors Limited is debt factoring.

The principal activity of Bibby Factors Manchester Limited is debt factoring.

The principal activity of Bibby Factors Northeast Limited is debt factoring.

The principal activity of Bibby Factors Northwest Limited is debt factoring.

The principal activity of Bibby Factors Scotland Limited is debt factoring.

The principal activity of Bibby Factors Slough Limited is debt factoring.

The principal activity of Bibby Factors Sussex Limited is debt factoring.

The principal activity of Bibby Factors Yorkshire Limited is debt factoring.

The principal activity of Bibby Factors Wessex Limited is debt factoring.

The principal activity of Bibby Trade Factors Limited is debt factoring.

The principal activity of Bibby Factors International Limited is debt factoring.

The principal activity of Bibby Transactional Finance Limited is transaction financing.

The principal activity of Bibby Invoice Discounting Limited is confidential debt factoring.

The principal activity of Bibby Revolving Finance Limited is debt factoring.