

Registered number 3252135

CALA (ESOP) Trustees Limited
Annual report and financial statements
For the 18 months ended 31 December 2018



CALA (ESOP) Trustees Limited

Annual report and financial statements for the 18 months ended 31 December 2018

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CALA (ESOP) Trustees Limited

Directors and advisers

Directors

R A Walbourn
M R Sibbald (resigned 13 March 2018)

Company secretary

Ledge Services Limited
Johnstone House
52 - 54 Rose Street
Aberdeen, Scotland
AB10 1HA

Registered office

CALA House
54 The Causeway
Staines-upon-Thames
Surrey
TW18 3AX

Independent auditor

KPMG LLP
319 St Vincent Street
Glasgow
G2 5AS

CALA (ESOP) Trustees Limited

Director's report

The director presents his report and the audited financial statements of the company for the 18 months ended 31 December 2018. The comparative period is the year to 30 June 2017.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006 and therefore a strategic report has not been presented.

Change in Accounting reference date

Following the acquisition of the CALA Group by Legal & General in March 2018, the accounting period has been extended to an 18 month period ended 31 December 2018.

Principal activities

The principal activity of the company was trustee to the CALA plc Employee Trust. Prior to the acquisition from Legal & General, the company operated the group internal market in which eligible employees may purchase and sell shares in CALA Group Limited. The shares were held by the CALA plc Employee Trust, for which the company is corporate trustee. Following the sale of these shares the director does not anticipate any further activity in the foreseeable future. As a result of this, the director has not prepared the financial statements on a going concern basis. The effect of this is explained in note 1.

Results

The results of the company show a loss for the financial period of £1 (year to 30 June 2017: result of £nil). At 31 December 2018 the company had net assets of £371,120 (30 June 2017: £371,121). The director does not recommend payment of a dividend (year to 30 June 2017: £nil).

Key performance indicators

The director believes that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance or position of the company.

Directors

The director of the company at 31 December 2018 and those who served during the period and to the date of signing, except where stated, are shown on page 1.

Principal risks and uncertainties

Due to the limited level of trading undertaken by the company, the director believes that there are no specific risks which require to be reported.

CALA (ESOP) Trustees Limited

Director's report (continued)

Independent auditor and disclosure of information to auditor

The director, as at the date of this report, has confirmed that insofar as he is aware there is no relevant audit information (that is, information needed by the company's auditor in connection with preparing their report) of which the company's auditor is unaware, and have taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

During the period, KPMG LLP were appointed as auditor. In accordance with the Companies Act 2006, an elective resolution has been passed by shareholders in order to dispense with the need to hold annual general meetings and to appoint auditor annually. KPMG LLP shall therefore continue as auditor to the company.

By order of the board

A handwritten signature in black ink, appearing to be 'R. L. S.', written over the printed text of the company secretary's name.

**For and on behalf of Ledge Services Limited
Company secretary**

25 March 2019

CALA (ESOP) Trustees Limited

Director's responsibilities statement

The director is responsible for preparing the annual report, the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

Under company law the director 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 director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so (as explained in note 1 to the financial statements, the director does not believe that it is appropriate to prepare these financial statements on a going concern basis).

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is responsible for such internal control as he determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to him to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditors' report to the members of CALA (ESOP) Trustees Limited (continued)

Opinion

We have audited the financial statements of CALA (ESOP) Trustees Limited ("the company") for the 18 months ended 31 December 2018 which comprise the Balance sheet as at 31 December 2018; the Profit and loss account, the statement of changes in equity for the 18 month period then ended; and the notes to the financial statements and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its loss for the 18 month period then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Emphasis of matter - non-going concern basis of preparation

We draw attention to the disclosure made in note 1 to the financial statements which explains that the financial statements are now not prepared on the going concern basis for the reason set out in that note. Our opinion is not modified in respect of this matter.

Director's report

The director is responsible for the director's report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the director's report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the director's report;
- in our opinion the information given in that report for the financial period is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Independent auditors' report to the members of CALA (ESOP) Trustees Limited (continued)

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Director's responsibilities

As explained more fully in their statement set out on page 4, the director is responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

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

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.



Katie Morrison (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
319 St Vincent Street
Glasgow, G2 5AS
25 March 2019

CALA (ESOP) Trustees Limited

Profit and loss account

For the 18 months ended 31 December 2018

	Note	18 months to 31 December 2018 £	Year to 30 June 2017 £
Operating expenses		<u>(1)</u>	<u>-</u>
Loss before taxation	2	(1)	-
Tax on loss	4	-	-
		<u>-</u>	<u>-</u>
Loss for the financial period/ year		<u>(1)</u>	<u>-</u>

All operations are continuing.

There are no recognised gains and losses other than those included in the profit and loss account above and, therefore, no separate statement of other comprehensive income has been presented.

CALA (ESOP) Trustees Limited

Balance sheet At 31 December 2018

	Note	31 December 2018 £	30 June 2017 £
Current assets			
Cash at bank and in hand		<u>371,120</u>	<u>371,121</u>
Capital and reserves			
Called up share capital	5	<u>1</u>	<u>1</u>
Profit and loss account		<u>371,119</u>	<u>371,120</u>
Total shareholders' funds		<u>371,120</u>	<u>371,121</u>

The financial statements of CALA (ESOP) Trustees Limited, registration number: 03252135, on pages 7 to 13 were approved by the board of directors on 25 March 2019 and were signed on its behalf by:



R A Walbourn

Director

CALA (ESOP) Trustees Limited

Statement of changes in equity

	Called up share capital £	Profit and loss account £	Total shareholders' funds £
At 1 July 2016	1	371,120	371,121
Result for the financial year	-	-	-
At 30 June 2017	1	371,120	371,121
Loss for the financial period	-	(1)	(1)
At 31 December 2018	1	371,119	371,120

CALA (ESOP) Trustees Limited

Notes to the financial statements

1. Accounting policies

General information

CALA (ESOP) Trustees Limited (the company) is a private company incorporated and domiciled in the United Kingdom under the Companies Act 2006. The address of the registered office is given on page 1. The nature of the company's operations and its principal activities are set out in the director's report on pages 2 to 3.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the company operates.

Basis of accounting

The financial statements have been prepared on the historical cost basis and on the basis of going concern. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services. The principal accounting policies adopted are set out below.

The company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. The financial statements have therefore been prepared in accordance with FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council and in accordance with the Companies Act 2006.

As permitted by FRS 101, the company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, presentation of a cash-flow statement, standards not yet effective, impairment of assets and related party transactions with key management personnel.

Where relevant, equivalent disclosures have been given in the group financial statements of CALA Group (Holdings) Limited. The group financial statements of CALA Group (Holdings) Limited are available to the public and can be obtained as set out in note 7.

Going concern

As noted in the Director's Report, following the sale of the shares during the period held by the CALA plc Employee Trust, the director does not anticipate any further activity within the company in the foreseeable future. Accordingly the director has not prepared the financial statements on a going concern basis. As a result of the types of assets and liabilities held by the company, no adjustments were necessary to the amounts at which the assets and liabilities are included in these financial statements at 31 December 2018.

Operating income

The net dealing income is the difference between the selling and acquisition cost of shares and is recognised at the date on which the shares are allocated.

CALA (ESOP) Trustees Limited

Notes to the financial statements (continued)

1. Accounting policies (continued)

Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds, respectively.

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred taxes assets and liabilities relate to taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Critical accounting judgements and key sources of estimation uncertainty

In applying the company's accounting policies the director has made no individual judgements that have a significant impact upon the financial statements.

2. Loss before taxation

Auditor's remuneration is borne by another group company. Fees in respect of audit services were £3,000 (year to 30 June 2017: £3,061). Fees in respect of taxation services were £nil (year to 30 June 2017: £820). Fees in respect of prior years were paid to the previous auditor.

CALA (ESOP) Trustees Limited

Notes to the financial statements (continued)

3. Directors and employees

	18 months to 31 December 2018 Number	Year to 30 June 2017 Number
The average monthly number of employees during the year was made up as follows:		
Directors	<u>1</u>	<u>2</u>

There were no employment costs during the period (year to 30 June 2017 - £nil). Directors' remuneration is borne by CALA Management Limited, a fellow group company. No material qualifying services were provided by the directors to the company during either the current period or prior year.

4. Tax on loss

	18 months to 31 December 2018 £	Year to 30 June 2017 £
a) Analysis of charge in the period/ year		
UK corporation tax on loss for the period/ year	-	-
Adjustment, in respect of prior years	<u>-</u>	<u>-</u>
Total current tax	-	-
Deferred tax	-	-
Total tax charge	<u>-</u>	<u>-</u>

b) Factors affecting tax charge for the period/ year

The difference between the tax charge on ordinary activities for the period, reported in the profit and loss account, and the charge that would result from applying the relevant standard rate of tax to the loss before tax, is explained as follows:

	18 months to 31 December 2018 £	Year to 30 June 2017 £
Loss before taxation	<u>(1)</u>	<u>-</u>
Loss multiplied by the standard rate of corporation tax at 19% (year to 30 June 2017: 19.75%)	-	-
Effects of:		
Adjustments in respect of prior years	<u>-</u>	<u>-</u>
Total tax charge for the period/ year	<u>-</u>	<u>-</u>

CALA (ESOP) Trustees Limited

Notes to the financial statements (continued)

4. Tax on loss (continued)

The main rate of corporation tax was reduced from 20% to 19% with effect from 1 April 2017. A further change to the UK corporation tax rate to reduce it to 17% from 1 April 2020 was substantively enacted as part of Finance Bill 2016 on 6 September 2016. Deferred tax has been measured using the tax rates that are expected to apply to the period when the asset is realised or the liability settled.

5. Called up share capital

	31 December 2018 £	30 June 2017 £
Allotted, called up and fully paid		
1 (30 June 2017: 1) ordinary share of £1 each	<u>1</u>	<u>1</u>

6. Related parties

The company has taken advantage of an exemption offered by FRS 101 with regard to the non-disclosure of related party transactions with other group companies on the grounds it is a wholly owned subsidiary of a group headed by CALA Group (Holdings) Limited, whose financial statements are publicly available.

7. Controlling party

The immediate parent undertaking is CALA Limited.

The intermediate parent company, at which level these financial statements are consolidated, is CALA Group (Holdings) Limited. The consolidated financial statements of CALA Group (Holdings) Limited are available from CALA House, 54 The Causeway, Staines-Upon-Thames, Surrey TW18 3AX.

The ultimate parent company for both of those entities is Legal & General Group Plc. The results of CALA (ESOP) Trustees Limited are included in the Legal & General Group Plc's consolidated financial statements. Copies of the accounts of the ultimate holding company, Legal & General Group Plc, are available, at the Registered Office, One Coleman Street, London, EC2R 5AA, on the group website at www.legalandgeneralgroup.com or from the Company Secretary.