

Company Registration Number: 03572501

**MITIE ENGINEERING SERVICES (SW
REGION) LIMITED**

Report and Financial Statements

Year ended 31 March 2012



MITIE ENGINEERING SERVICES (SW REGION) LIMITED

REPORT AND FINANCIAL STATEMENTS

Year ended 31 March 2012

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MITIE ENGINEERING SERVICES (SW REGION) LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

J Ridley
W Robson
MITIE Company Secretarial Services Limited

SECRETARY

MITIE Company Secretarial Services Ltd

REGISTERED OFFICE

8 Monarch Court
The Brooms
Emersons Green
Bristol
BS16 7FH

BANKERS

HSBC Bank Plc
62 George White Street
Cabot Circus
Bristol
BS1 3BA

AUDITOR

Deloitte LLP
London

MITIE ENGINEERING SERVICES (SW REGION) LIMITED

DIRECTORS' REPORT

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). 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 then apply them consistently,
- Make judgements and accounting estimates that are reasonable and prudent,
- State whether applicable United Kingdom Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that 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.

PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

The company is a wholly-owned subsidiary of MITIE Group PLC (the Group). The company provides the installation of electrical and mechanical services in commercial and industrial premises. MITIE Engineering Services (SW Region) Limited was hived up into MITIE Built Environment Limited on 1 December 2011.

As shown in the company's profit and loss account on page 8, the company's sales have decreased by 31.2% pro rata over the prior year. Over the same period, the company has made a profit after tax of £2,226,000 compared to a loss after tax of £3,028,000 in the previous year. This profit includes £2,271,000 of profit realised on the sale of MITIE Engineering Services (SW Region) Limited's assets and liabilities to MITIE Built Environment Limited for £1.

The company is no longer a going concern following the transfer to MITIE Built Environment Limited.

The Group manages its operations on a divisional basis. For this reason, the company's directors do not believe further key performance indicators are necessary for an appropriate understanding of the performance and position of the business. The performance of the Group's divisions is discussed in the Group's annual report which does not form part of this report.

DIVIDENDS

Dividends for each share class were declared as follows:

deferred shares: No Dividend
ordinary shares A: No Dividend
ordinary shares B: No Dividend

PRINCIPAL RISKS AND UNCERTAINTIES

MITIE Engineering Services (SW Region) Limited is now hived up into MITIE Built Environment Limited. Group risks are discussed in the Group's annual report which does not form part of this report.

DIRECTORS' REPORT (continued)

FINANCIAL RISK MANAGEMENT

The directors have reviewed the financial risk management objectives and policies of the company. The directors do not believe there to be significant risks in this area. The company does not enter into any hedging instruments, as there are not believed to be any material exposures. It does not enter into any financial instruments for speculative purposes.

Appropriate trade terms are negotiated with suppliers and customers. Management reviews these terms and the relationships with suppliers and customers and manages any exposure on normal trade terms. The company prepares regular forecasts of cash flow and liquidity and any requirement for additional funding is managed as part of the overall MITIE Group PLC financing arrangements.

GOING CONCERN

As explained above, the company transferred its trade, assets and liabilities to MITIE Built Environment Limited on 1 December 2011 and has ceased trading. As required by FRS 18 Accounting policies, the directors have prepared the financial statements on the basis that the company is no longer a going concern. No material adjustments arose as a result of ceasing to apply the going concern basis.

PAYMENT POLICY

The company's policy is to comply with the terms of payment agreed with a supplier. Where terms are not negotiated, the company endeavours to adhere with the supplier's standard terms. As at 31 March 2012, due to the transfer of going concern, this entity is no longer trading and as a result creditor days are nil in the current year (2011: 78 days).

ENVIRONMENT

MITIE Group PLC and its subsidiaries endeavour to identify, monitor and manage the impact of their activities on the environment and are fully committed to environmental accountability and protection. The company operates in accordance with Group policies, which are described in the Group's annual report which does not form part of this report.

EMPLOYEES

The company recognises the importance of good communications and employee relationships. In each company there is a relationship between the Chief Executive of MITIE Group PLC and individual employees in the company. In these conditions, complex consultative procedures are seldom required to ensure that there is an understanding of the purpose of the business and the commercial realities of success. Employees are encouraged to become shareholders through the Savings Related Share Option Scheme.

DIRECTORS

The directors during the year and subsequently were as follows:

S C Baxter (Resigned 31 January 2012)

D Harper (Resigned 20 March 2012)

G Kingston (Resigned 12 December 2011)

R J Knight (Resigned 20 March 2012)

R McGregor-Smith (Resigned 31 January 2012)

I Porte (Resigned 20 March 2012)

J Ridley (Appointed 20 March 2012)

W Robson (Appointed 20 March 2012)

C J Williams (Resigned 22 July 2011)

MITIE Administration 2 Ltd (Resigned 20 March 2012)

MITIE Company Secretarial Services Limited

DIRECTORS' REPORT (continued)

AUDITOR

Each of the persons who is a director at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Deloitte LLP has indicated its willingness to be reappointed for another term and appropriate arrangements have been put in place for it to be deemed reappointed as auditor in the absence of an Annual General Meeting

Approved by the Board and signed on its behalf by



W Robson
Director

30 July 2012

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MITIE ENGINEERING SERVICES (SW REGION) LIMITED

We have audited the financial statements of MITIE Engineering Services (SW Region) Limited for the year ended 31 March 2012 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 20. 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).

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 company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

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. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter – Financial statements prepared other than on a going concern basis

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern.

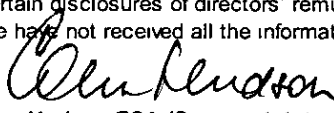
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, 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.


Colin Hudson FCA (Senior statutory auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

30 July 2012

MITIE ENGINEERING SERVICES (SW REGION) LIMITED

PROFIT AND LOSS ACCOUNT

Year ended 31 March 2012

	Note	2012 £'000	2011 £'000
TURNOVER	1	19,134	41,727
Cost of sales		(15,841)	(35,878)
GROSS PROFIT		<u>3,293</u>	<u>5,849</u>
Other operating income		2,271	-
Administration expense		(3,280)	(9,042)
OPERATING PROFIT/(LOSS)	2	<u>2,284</u>	<u>(3,193)</u>
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE INTEREST AND TAXATION		<u>2,284</u>	<u>(3,193)</u>
Interest payable and similar charges	3	(37)	(79)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>2,247</u>	<u>(3,272)</u>
Tax (charge)/credit on profit/(loss) on ordinary activities	4	(21)	244
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	12	<u><u>2,226</u></u>	<u><u>(3,028)</u></u>

The results for the period are wholly attributable to the discontinued operations of the company. The results for the prior period are wholly attributable to the continuing operations of the company.

There are no recognised gains and losses for the current or preceding financial year other than as stated in the profit and loss account. Accordingly, no separate statement of total recognised gains and losses is presented.

MITIE ENGINEERING SERVICES (SW REGION) LIMITED

BALANCE SHEET

As at 31 March 2012

	Note	2012		2011	
		£'000	£'000	£'000	£'000
FIXED ASSETS					
Tangible assets	5		-		545
			-		545
CURRENT ASSETS					
Stocks	6	-		115	
Debtors					
- due within one year	7	-		11,315	
		-		11,430	
CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR	8	-		(14,200)	
NET CURRENT LIABILITIES			-		(2,770)
TOTAL ASSETS LESS CURRENT LIABILITIES			-		(2,225)
CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	9		-		(1)
NET LIABILITIES			-		(2,226)
SHARE CAPITAL AND RESERVES					
Called up share capital	11		54		54
Share premium account	12		26		26
Profit and loss account	12		(80)		(2,306)
SHAREHOLDERS' FUNDS/(DEFICIT)	13		-		(2,226)

The financial statements of MITIE Engineering Services (SW Region) Limited, company registered number 03572501, were approved by the board and authorised for issue on

W Robson
Director

W Robson
30 July 2012

MITIE ENGINEERING SERVICES (SW REGION) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2012

1 ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted, which have been applied consistently throughout the current and the prior financial year, are described below.

Accounting convention

The accounts are prepared under the historical cost convention.

Going concern

Details regarding the directors' consideration of going concern are given in the going concern section of the directors' report.

Turnover

Turnover represents the total, excluding sales taxes, receivable in respect of goods and services supplied. All turnover arises within the United Kingdom, from the company's principal activity. Revenue is recognised as services are delivered.

Goodwill

Goodwill arising on the acquisition of subsidiary undertakings and businesses, representing any excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired, is capitalised and written off on a straight line basis over its useful economic life, which is years. Provision is made for any impairment.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life, as follows:

Fixtures and fittings 3 to 10 years

Motor vehicles 3 years

Short leasehold improvements 3 to 10 years

Operating leases

Rentals paid under operating leases are charged against income on a straight-line basis over the lease term.

Finance leases

Assets held under hire purchase arrangements, which confer rights and obligations similar to those attached to current assets, are capitalised as tangible fixed assets and depreciated over the shorter of the lease terms and useful lives. The capital elements of future hire purchase obligations are recorded as liabilities, while the interest elements are charged to the profit and loss account over the period of the lease to provide a constant rate of charge on the balance of capital repayments outstanding.

Stocks

Stocks and work in progress are valued at the lower of cost or net realisable value.

Long-term contracts

Amounts recoverable on long-term contracts, which are included in debtors, are stated at the net sales value of the work done less amounts receivable as progress payments on account. Excess progress payments are included in creditors as payments on account. Cumulative costs incurred net of amounts transferred to cost of sales, less provision for contingencies and anticipated future losses on contracts, are included as long-term contract balances in stock.

Profit is recognised on long-term contracts, if the final outcome can be assessed with reasonable certainty, by including in the profit and loss account turnover and related costs as contract activity progresses. Turnover is calculated as that proportion of the total contract value which costs incurred to date bear to total expected costs for that contract.

MITIE ENGINEERING SERVICES (SW REGION) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2012

ACCOUNTING POLICIES (continued)

Taxation

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

Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell the asset, or on unremitted earnings of subsidiaries and associates where there is no commitment to remit these earnings. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Pension costs

The company participates in the MITIE Group PLC Pension Schemes. One is a defined benefit multi-employer scheme, the assets and liabilities of which are held independently from the group. For the purposes of Financial Reporting Standard 17 ('Retirement Benefits'), the company has been unable to identify its share of the underlying assets and liabilities in the main group scheme on a consistent and reasonable basis. Therefore the company is accounting for contributions to the scheme as if it were a defined contribution scheme.

For defined contribution schemes the amount charged to the profit and loss account is the contribution payable in the year.

Where the company can separately identify its share of the underlying assets and liabilities of any defined benefit schemes to which it contributes, the company accounts for these schemes as required by FRS 17 with the cost of providing benefits determined using the Projected Unit Credit Method, based on actuarial valuations carried out at each balance sheet date. Actuarial gains and losses are recognised in full in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, and otherwise is amortised on a straight-line basis over the average period until the benefits become vested.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the plan. Where the scheme is fully funded no asset or liability is recognised in the balance sheet.

Share-based payments

The company participates in a number of MITIE Group PLC executive and employee share option schemes. For all grants of share options, the fair value as at the date of grant is calculated using the Black-Scholes model and the corresponding expense is recognised on a straight-line basis over the vesting period based on the company's estimate of shares that will actually vest.

Cash flow statement

The company has taken the exemption from the requirement to prepare a cash flow statement, as it is included within the consolidated financial statements of MITIE Group PLC and greater than 90% of the voting rights of the company are held by MITIE Group PLC.

Operating income

Operating income represents profit recognised on the sale of the business to MITIE Built Environment Limited.

MITIE ENGINEERING SERVICES (SW REGION) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2012

2 OPERATING PROFIT/(LOSS)

	2012 £'000	2011 £'000
Operating Profit/(Loss) is stated after charging/(crediting)		
Profit on disposal of fixed assets	(6)	-
Depreciation of tangible fixed assets		
owned	97	185
held under finance leases and hire purchase contracts	8	21
Amortisation of goodwill	-	2,247
Operating lease rentals		
other	123	284
Fees payable to the company's auditor for the audit of the company's annual accounts	9	21

The company has taken the exemption available to it not to disclose separately information about fees for non-audit services provided to the company as this information is available in the consolidated financial statements of MITIE Group PLC

3 INTEREST

	2012 £'000	2011 £'000
Interest payable and similar charges		
Bank interest	37	79

4 TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES

	2012 £'000	2011 £'000
(a) Analysis of charge/(credit) in the year		
United Kingdom corporation tax at 26% (2011 28%)	21	(255)
Adjustment in respect of prior years	-	2
Total current tax (note 4(b))	21	(253)
Deferred taxation		
Timing differences - origination and reversal	-	(4)
Adjustment in respect of prior years	-	13
Tax on profit/(loss) on ordinary activities	21	(244)

MITIE ENGINEERING SERVICES (SW REGION) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2012

TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

(b) Factors affecting tax charge/(credit) in the year

The tax assessed for the period differs from that resulting from applying the standard rate of corporation tax in the UK of 26% (2011 28%). The differences are as follows

	£'000	£'000
Loss on ordinary activities before tax	2,247	(3,272)
	£'000	£'000
Tax at 26% (2011 28%) thereon	584	(916)
Expenses not deductible for tax purposes	2	633
Differences between capital allowances and depreciation	27	15
Rollover relief on profit on disposal of property	(2)	-
Relief in respect of employee share options	-	(28)
Non-taxable income	(590)	-
Other timing differences	-	41
Adjustments to tax charge in respect of prior periods	-	2
Current tax charge for the year (Note 4(a))	21	(253)

The deferred tax balance was transferred to MITIE Built Environment as part of the sale of the company's assets and liabilities during the year

The deferred tax balance comprises the following

	£'000	£'000
Depreciation in excess of capital allowances	(13)	-
Share-based payment timing difference	(20)	-
Other timing differences	(6)	33
	(39)	33
	£'000	£'000
Amount charged to the profit and loss account in the year in relation to deferred tax	-	9

The UK Government announced a reduction in the UK corporation tax rate from 26% to 24% from 1 April 2012, which was substantively enacted on 26 March 2012. The reduction in the balance sheet carrying value of deferred tax assets and liabilities to reflect the rate of tax at which those assets are expected to reverse has not had a material impact on the current year tax charge. The UK Government has indicated that it intends to enact further reductions in the main tax rate of 1% each year down to 22% by 1 April 2014. Future rate reductions would further reduce the UK deferred tax assets and liabilities recognised but the actual impact will be dependent on the deferred tax position at the time.

MITIE ENGINEERING SERVICES (SW REGION) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2012

5 TANGIBLE FIXED ASSETS

	Fixtures and fittings £'000	Motor vehicles £'000	Short leasehold improvements £'000	Total £'000
Cost				
At 1 April 2011	213	504	447	1,164
Disposals	(21)	(151)	-	(172)
Transfers out to group companies	(192)	(353)	(447)	(992)
At 31 March 2012	-	-	-	-
Depreciation				
At 1 April 2011	145	308	166	619
Charge for the year	24	45	36	105
Disposals	(14)	(110)	-	(124)
Transfers out to group companies	(155)	(243)	(202)	(600)
At 31 March 2012	-	-	-	-
Net book value				
At 31 March 2012	-	-	-	-
At 31 March 2011	68	196	281	545

6 STOCKS

	2012 £'000	2011 £'000
Work in progress	-	115

7 DEBTORS

	2012 £'000	2011 £'000
Amounts falling due within one year		
Trade debtors	-	7,824
Amounts recoverable on contracts	-	2,229
Amounts owed by Group undertakings	-	445
Other debtors	-	1
Prepayments and accrued income	-	124
Corporation tax	-	659
Deferred tax asset	-	33
	-	11,315

MITIE ENGINEERING SERVICES (SW REGION) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2012

8 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	2012 £'000	2011 £'000
Bank loans and overdrafts	-	1,966
Payments received on account	-	299
Trade creditors	-	6,464
Amounts owed to Group undertakings	-	4,298
Other taxation and social security	-	777
Other creditors	-	74
Accruals and deferred income	-	322
	<u>-</u>	<u>14,200</u>

9 CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2012 £'000	2011 £'000
Obligations under finance leases	<u>-</u>	<u>1</u>

10 FINANCE LEASES

	2012 £'000	2011 £'000
Amounts payable under finance leases		
- within two to five years	<u>-</u>	<u>1</u>
	<u>-</u>	<u>1</u>

All obligations under finance leases are secured against the assets to which they relate

11 CALLED UP SHARE CAPITAL

	2012 £'000	2011 £'000
Allotted, called up and fully paid share capital		
53,600 £1 deferred shares	54	54
40,800 £0.01 ordinary shares A	-	-
39,100 £0.01 ordinary shares B	-	-
	<u>54</u>	<u>54</u>

12 RESERVES

	Share premium account £'000	Profit and loss account £'000
At 1 April 2011	26	(2,306)
Profit for the financial year	-	2,226
At 31 March 2012	<u>26</u>	<u>(80)</u>

MITIE ENGINEERING SERVICES (SW REGION) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2012

13 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' DEFICIT

	2012 £'000	2011 £'000
Profit/(Loss) for the financial year	2,226	(3,028)
Capital contribution relating to share-based payments	-	127
Net addition to/(reduction in) shareholders' deficit	2,226	(2,901)
Opening shareholders' (deficit)/funds	(2,226)	675
Closing shareholders' deficit	(0)	(2,226)

14 FINANCIAL COMMITMENTS

The company had no commitments in respect of operating leases at the end of the current or prior year

Capital commitments

The company did not have any outstanding capital commitments that were not provided for at the end of the current or prior year

Commitments on behalf of group undertakings

The company is party with other group undertakings to cross-guarantees of each others' bank overdrafts and loans

	2012 £'000	2011 £'000
Overall commitment	157,300	195,300

15 DIRECTORS

	2012 £'000	2011 £'000
The emoluments of the directors of the company were		
- Aggregate emoluments	108	262
- Aggregate value of contributions paid to a money purchase pension scheme	12	14
	120	276

	2012 No	2011 No
The number of directors who were members of a defined benefit pension scheme	3	2
exercised share options in the year	-	-

	2012 £'000	2011 £'000
Highest paid director		
- Aggregate emoluments	66	148
- Aggregate value of contributions paid to a money purchase pension scheme	9	9
	75	157

The highest paid director did not exercise share options in the year or the prior year

The highest paid director is a member of the company's defined benefit pension scheme and had accrued entitlements of £9,000 (2011 £0) under the scheme at the end of the year. There is no accrued lump sum

MITIE ENGINEERING SERVICES (SW REGION) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2012

DIRECTORS (continued)

The following directors are also directors or employees of another group company. They are remunerated by the company shown. It is not practicable to allocate their remuneration between their services as directors of this company and as directors or employees of other group companies.

Director	Remunerated by
J Ridley	MITIE Property Management
W Robson	MITIE Property Management

16 EMPLOYEES

Average employee numbers

The average number of persons (including directors) employed by the company during the financial year was

	2012 No	2011 No
Operations	170	281
Salaries	51	89
	<u>221</u>	<u>370</u>
Employment cost	£'000	£'000
Wages and salaries	5,649	13,812
Social security costs	549	1,352
Other pension costs	63	323
Share-based payments	-	127
	<u>6,261</u>	<u>15,614</u>

17 SHARE-BASED PAYMENTS

The company participates in the following MITIE Group PLC share option schemes

The MITIE Group PLC 2001 Executive share option scheme

The Executive share option scheme exercise price is equal to the average market value of the shares over the five day period immediately preceding the date of grant. The vesting period is three years. If the options remain unexercised after a period of ten years from the date of grant the options expire. Options may be forfeited if the employee leaves the group. Before options can be exercised, a performance condition must be satisfied, the performance condition is linked to the percentage growth in earnings per share over a three-year period.

The MITIE Group PLC 2001 Savings Related share option scheme

The SAYE scheme is open to all employees. The exercise price is not less than 80.0% of the market value of the shares on the day preceding the date on which invitations to participate in the scheme are issued. For options granted prior to September 2008, the vesting period is five years. For options granted in September 2008 and thereafter, the vesting period is three years. If the options remain unexercised after a period of six months from the date of vesting, the options expire. Options may be forfeited if the employee leaves the group.

MITIE ENGINEERING SERVICES (SW REGION) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2012

SHARE-BASED PAYMENTS (continued)

The MITIE Group PLC Long-Term Incentive Plan (LTIP)

The LTIP was introduced in 2007. The awards of shares or rights to acquire shares (the awards) are offered to a small number of key senior management. Where offered as options the exercise price is nil. The vesting period is three years. If the awards remain unexercised after a period of four years from the date of grant, the awards expire. The awards may be forfeited if the employee leaves the group. Before the awards can be exercised, a performance condition must be satisfied, the number of awards that vest is determined by a sliding scale based on growth in earnings per share over a three-year period.

Details of the share options outstanding during the year are as follows

	2012		2011	
	Number of share options	Weighted average exercise price (in p)	Number of share options	Weighted average exercise price (in p)
Outstanding at beginning of the year	996,624	185	775,338	182
Granted during the year	-	-	234,261	177
Forfeited during the year	(627,749)	187	(125,610)	185
Transferred (to)/from Group subsidiaries during the year	(368,875)	182	297,198	174
Exercised during the year	-	-	(184,563)	145
Outstanding at end of the year	-	-	996,624	185
Exercisable at end of year	-	-	74,628	182

The company recognised the following expense related to share-based payments

	2012 £'000	2011 £'000
2001 Executive share options	-	10
2001 Savings Related share options	-	110
Long-term incentive plan scheme (LTIP)	-	7
	-	127
	2012	2011

The weighted average share price at the date of exercise for share options exercised during the year was (p)

- 2

The options outstanding at the year-end had a weighted average price of (p)

- 2

The options outstanding at the year-end had a weighted average remaining contractual life of (years)

- 3

MITIE ENGINEERING SERVICES (SW REGION) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2012

Share-Based Payments (continued)

The fair value of options is measured by use of the Black-Scholes model. The inputs into the Black-Scholes model are as follows:

	2012	2011
Share price (p)	191 to 243	191 to 230
Exercise price (p)	0 to 254	0 to 254
Expected volatility (%)	28 to 36	28 to 36
Expected life (years)	3 to 6	3 to 6
Risk-free rate (%)	1.48 to 5.25	1.49 to 5.25
Expected dividends (%)	2.22 to 4.10	2.22 to 3.93

18 PENSION ARRANGEMENTS

The company participates in the MITIE Group PLC Pension Scheme. This is a defined benefit multi-employer scheme, the assets and liabilities of which are held independently from the Group. For the purposes of Financial Reporting Standard 17 ('Retirement Benefits'), the company has been unable to identify its share of the underlying assets and liabilities in the main Group scheme on a consistent and reasonable basis. Therefore the company is accounting for contributions to the scheme as if it were a defined contribution scheme. Note 37 to the Report and Accounts of the Group sets out the details of the International Accounting Standard 19 'Employee Benefits' net pension deficit of £17.2 million (2011: deficit of £3 million).

Employer contributions to the scheme for the period are shown in note 16. The agreed contribution rate for employee and employer contributions for the next 12 months is 18.5% (2011: 17.5%).

19 RELATED PARTY TRANSACTIONS

The company has taken the exemption available under FRS 8 not to disclose transactions with other wholly-owned subsidiaries of MITIE Group PLC. There were no transactions with entities other than members of MITIE Group PLC which require disclosure under FRS 8.

20 ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The directors regard MITIE Group PLC, a company registered in Scotland, as the company's immediate and ultimate parent undertaking and controlling party.

MITIE Group PLC is the smallest group and the largest group for which group accounts are prepared. Copies of the group financial statements can be obtained from the Company Secretary at the registered office.