

Company Registration Number 4221384

MITIE INTERIORS LIMITED

Report and Financial Statements

Year ended 31 March 2012

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**MITIE INTERIORS LIMITED**

**REPORT AND FINANCIAL STATEMENTS**

Year ended 31 March 2012

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MITIE INTERIORS LIMITED

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

J Ridley  
W Robson

**SECRETARY**

MITIE Company Secretarial Services Limited

**REGISTERED OFFICE**

8 Monarch Court  
The Brooms  
Emerson Green  
Bristol  
BS16 7FH

**BANKERS**

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

**AUDITOR**

Deloitte LLP  
London

## 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 provides fit out and refurbishment of commercial and industrial property in the United Kingdom. On the 1 April 2012 the trade and assets of the company were transferred to MITIE Built Environment Limited and no further trading was undertaken by MITIE Interiors Limited. Accordingly, the financial statements have been prepared on a basis other than a going concern, and all of the company's results are presented as discontinued operations in the profit and loss account.

As shown in the company's profit and loss account, sales decreased by 7% compared to the prior year. Although turnover decreased, gross profit margin increased from 11% to 13% over the prior year as a result of close control of direct costs in the period under review. The balance sheet of the financial statements shows that the company's financial position at the year end has, in terms of net assets, improved compared to the prior year.

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:

A' ordinary shares: No Dividend

B' ordinary shares: No Dividend

### PRINCIPAL RISKS AND UNCERTAINTIES

Loss of key customers is a risk to the business. The company manages this risk by developing and maintaining strong relationships with these customers. 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 intends to transfer its trade, assets and liabilities to a fellow subsidiary company in the next year and will cease 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. All assets and liabilities will be transferred to the fellow subsidiary company at book value.

### **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, trade creditors as a proportion of amounts invoiced from suppliers for the financial year represented 54 days (2011: 127 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:

J Ridley

W Robson

D Harding (Resigned 20 March 2012)

B Williams (Resigned 02 September 2011)

S C Baxter (Resigned 01 February 2012)

R McGregor-Smith (Resigned 01 February 2012)

## **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

29 June 2012

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MITIE INTERIORS LIMITED**

We have audited the financial statements of MITIE Interiors Limited for the year ended 31 March 2012 which comprise Profit and Loss Account, the Balance Sheet and the related notes 1 to 17. 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 financials have been prepared on a basis other than that of a going concern.


### **Opinion on other matters 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

*2 July 2012*

**MITIE INTERIORS LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
Year ended 31 March 2012

|                                                                 | <b>Note</b> | <b>2012</b><br><b>£'000</b> | <b>2011</b><br><b>£'000</b> |
|-----------------------------------------------------------------|-------------|-----------------------------|-----------------------------|
| <b>TURNOVER</b>                                                 | 1           | 32,359                      | 34,766                      |
| Cost of sales                                                   |             | <u>(28,019)</u>             | <u>(30,809)</u>             |
| <b>GROSS PROFIT</b>                                             |             | 4,340                       | 3,957                       |
| Administration expense                                          |             | <u>(4,378)</u>              | <u>(4,228)</u>              |
| <b>OPERATING LOSS</b>                                           | 2           | (38)                        | (271)                       |
| Income from shares in group undertakings                        |             | <u>-</u>                    | <u>43</u>                   |
| <b>LOSS ON ORDINARY ACTIVITIES BEFORE INTEREST AND TAXATION</b> |             | (38)                        | (228)                       |
| Interest receivable and similar income                          | 3           | <u>92</u>                   | <u>-</u>                    |
| <b>PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION</b>     |             | 54                          | (228)                       |
| Tax credit on profit/(loss) on ordinary activities              | 4           | 3                           | 36                          |
| <b>PROFIT/(LOSS) FOR THE FINANCIAL YEAR</b>                     | 9           | <u>57</u>                   | <u>(192)</u>                |

The results for the period are wholly attributable to the discontinued 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 INTERIORS LIMITED**  
**BALANCE SHEET**  
As at 31 March 2012

|                                                      |      | 2012           |              | 2011            |              |
|------------------------------------------------------|------|----------------|--------------|-----------------|--------------|
|                                                      | Note | £'000          | £'000        | £'000           | £'000        |
| <b>FIXED ASSETS</b>                                  |      |                |              |                 |              |
| Tangible assets                                      | 5    |                | -            |                 | 1            |
|                                                      |      |                | -            |                 | 1            |
| <b>CURRENT ASSETS</b>                                |      |                |              |                 |              |
| Debtors                                              |      |                |              |                 |              |
| - due within one year                                | 6    | 5,489          |              | 10,330          |              |
| Cash at bank and in hand                             |      | 4,352          |              | 5,427           |              |
|                                                      |      | <u>9,841</u>   |              | <u>15,757</u>   |              |
| <b>CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR</b> | 7    | <u>(6,654)</u> |              | <u>(12,654)</u> |              |
| <b>NET CURRENT ASSETS</b>                            |      |                | <u>3,187</u> |                 | <u>3,103</u> |
| <b>NET ASSETS</b>                                    |      |                | <u>3,187</u> |                 | <u>3,104</u> |
| <b>SHARE CAPITAL AND RESERVES</b>                    |      |                |              |                 |              |
| Called up share capital                              | 8    |                | 400          |                 | 400          |
| Share premium account                                | 9    |                | -            |                 | -            |
| Profit and loss account                              | 9    |                | 2,787        |                 | 2,704        |
| <b>SHAREHOLDERS' FUNDS</b>                           | 10   |                | <u>3,187</u> |                 | <u>3,104</u> |

The financial statements of MITIE Interiors Limited, company registered number 4221384, were approved by the board and authorised for issue on

W Robson  
Director



29 June 2012

## **MITIE INTERIORS 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.

##### **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:

Leasehold improvements 3 to 5 years

Office equipment 3 years

##### **Operating leases**

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

##### **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 INTERIORS 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 contributions 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. They are recognised outside the profit and loss account and presented in the statement of total recognised gains and losses. 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 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.

##### **Cashflow statement**

The company has taken the exemption from the requirement to prepare a cashflow 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.

# MITIE INTERIORS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2012

### 2 OPERATING LOSS

|                                                                                      | 2012<br>£'000 | 2011<br>£'000 |
|--------------------------------------------------------------------------------------|---------------|---------------|
| <b>Operating Loss is stated after charging/(crediting)</b>                           |               |               |
| Depreciation of tangible fixed assets owned                                          | 1             | 3             |
| Operating lease rentals plant and machinery                                          | -             | 1             |
| Fees payable to the company's auditor for the audit of the company's annual accounts | 18            | 19            |

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<br>£'000 | 2011<br>£'000 |
|-----------------------------------------------|---------------|---------------|
| <b>Interest receivable and similar income</b> |               |               |
| Bank interest                                 | 92            | 43            |
|                                               | <u>92</u>     | <u>43</u>     |

### 4 TAX ON LOSS ON ORDINARY ACTIVITIES

|                                               | 2012<br>£'000 | 2011<br>£'000 |
|-----------------------------------------------|---------------|---------------|
| (a) Analysis of charge in the year            |               |               |
| United Kingdom corporation tax 26% (2011 28%) | 6             | (43)          |
| Adjustment in respect of prior years          | -             | 1             |
| Total current tax (Note 4(b))                 | <u>6</u>      | <u>(42)</u>   |
| Deferred taxation                             |               |               |
| Timing differences - origination and reversal | (11)          | 7             |
| Adjustment in respect of prior years          | 2             | (1)           |
| Tax on profit on ordinary activities          | <u>(3)</u>    | <u>(36)</u>   |

# MITIE INTERIORS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2012

### TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

(b) Factors affecting tax charge 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       |
|---------------------------------------------------------|----------|-------------|
| Profit/(loss) on ordinary activities before tax         | 54       | (228)       |
|                                                         | £'000    | £'000       |
| Tax at 26% (2011 28%) thereon                           | 14       | (64)        |
| Expenses not deductible for tax purposes                | 1        | 13          |
| Differences between capital allowances and depreciation | (1)      | (1)         |
| Relief in respect of employee share options             | (15)     | -           |
| Other timing differences                                | 7        | 8           |
| Adjustments to tax charge in respect of prior periods   | -        | 2           |
| <b>Current tax charge for the year (Note 4(a))</b>      | <b>6</b> | <b>(42)</b> |

The Group is not aware of any factors that will materially affect the future tax charge

|                                                                                                  |           |           |
|--------------------------------------------------------------------------------------------------|-----------|-----------|
| The deferred tax balance comprises the following                                                 | £'000     | £'000     |
| Depreciation in excess of capital allowances                                                     | 3         | 4         |
| Share based payment timing difference                                                            | 16        | 6         |
| Other timing differences                                                                         | 3         | 3         |
|                                                                                                  | <b>22</b> | <b>13</b> |
|                                                                                                  | £'000     | £'000     |
| Amount (credited)/charged to the profit and loss account in the year in relation to deferred tax | (9)       | 6         |

### 5 TANGIBLE ASSETS

|                                     | Leasehold<br>improvements<br>£'000 | Office<br>equipment<br>£'000 | Total<br>£'000 |
|-------------------------------------|------------------------------------|------------------------------|----------------|
| <b>Cost or valuation</b>            |                                    |                              |                |
| AT 1st April 2011 & 31st March 2012 | 22                                 | 32                           | 54             |
| <b>Depreciation</b>                 |                                    |                              |                |
| At 1 April 2011                     | 22                                 | 31                           | 53             |
| Charge for the year                 | -                                  | 1                            | 1              |
| At 31 March 2012                    | 22                                 | 32                           | 54             |
| <b>Net book value</b>               |                                    |                              |                |
| At 31 March 2012                    | -                                  | -                            | -              |
| At 31 March 2011                    | -                                  | 1                            | 1              |

**MITIE INTERIORS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

Year ended 31 March 2012

**6 DEBTORS**

|                                            | <b>2012</b>  | <b>2011</b>   |
|--------------------------------------------|--------------|---------------|
|                                            | <b>£'000</b> | <b>£'000</b>  |
| <b>Amounts falling due within one year</b> |              |               |
| Trade debtors                              | 3,194        | 3,619         |
| Amounts recoverable on contracts           | 2,076        | 5,958         |
| Amounts owed by Group undertakings         | 80           | 613           |
| Other debtors                              | 39           | -             |
| Prepayments and accrued income             | 46           | 69            |
| Corporation tax                            | 32           | 58            |
| Deferred tax asset                         | 22           | 13            |
|                                            | <u>5,489</u> | <u>10,330</u> |

**7 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR**

|                                    | <b>2012</b>  | <b>2011</b>   |
|------------------------------------|--------------|---------------|
|                                    | <b>£'000</b> | <b>£'000</b>  |
| Payments received on account       | 101          | -             |
| Trade creditors                    | 6,036        | 12,212        |
| Amounts owed to Group undertakings | 103          | 1             |
| Other taxation and social security | 303          | 317           |
| Other creditors                    | 87           | -             |
| Accruals and deferred income       | 24           | 124           |
|                                    | <u>6,654</u> | <u>12,654</u> |

**8 CALLED UP SHARE CAPITAL**

|                                                         | <b>2012</b>  | <b>2011</b>  |
|---------------------------------------------------------|--------------|--------------|
|                                                         | <b>£'000</b> | <b>£'000</b> |
| <b>Allotted, called up and fully paid share capital</b> |              |              |
| 204,000 £1 A' ordinary shares                           | 204          | 204          |
| 196,000 £1 B' ordinary shares                           | 196          | 196          |
|                                                         | <u>400</u>   | <u>400</u>   |

**9 RESERVES**

|                                                       | <b>Profit and<br/>loss<br/>account<br/>£'000</b> |
|-------------------------------------------------------|--------------------------------------------------|
| <b>At 1 April 2011</b>                                | 2,704                                            |
| Profit for the year                                   | 57                                               |
| Capital contribution relating to share based payments | 26                                               |
| <b>At 31 March 2012</b>                               | <u>2,787</u>                                     |

# MITIE INTERIORS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2012

### 10 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

|                                                           | 2012<br>£'000 | 2011<br>£'000 |
|-----------------------------------------------------------|---------------|---------------|
| Profit/(Loss) for the financial year                      | 57            | (192)         |
| Capital contribution relating to share-based payments     | 26            | 28            |
| <b>Net addition to/(reduction in) shareholders' funds</b> | <b>83</b>     | <b>(164)</b>  |
| Opening shareholders' funds                               | 3,104         | 3,268         |
| <b>Closing shareholders' funds</b>                        | <b>3,187</b>  | <b>3,104</b>  |

### 11 FINANCIAL COMMITMENTS

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

#### Performance bonds

The company has outstanding performance bonds as follows

|                   | 2012<br>£'000 | 2011<br>£'000 |
|-------------------|---------------|---------------|
| Performance bonds | 4,395         | 3,403         |

#### 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<br>£'000 | 2011<br>£'000 |
|--------------------|---------------|---------------|
| Overall commitment | 157,300       | 195,000       |

### 12 DIRECTORS

|                                                                            | 2012<br>£'000 | 2011<br>£'000 |
|----------------------------------------------------------------------------|---------------|---------------|
| <b>The emoluments of the directors of the company were</b>                 |               |               |
| - Aggregate emoluments                                                     | 198           | 275           |
| - Aggregate value of contributions paid to a money purchase pension scheme | 10            | 21            |
|                                                                            | <b>208</b>    | <b>296</b>    |

|                                                                              | 2012<br>No | 2011<br>No |
|------------------------------------------------------------------------------|------------|------------|
| The number of directors who were members of a defined benefit pension scheme | -          | -          |
| were members of a defined contribution pension scheme                        | 2          | 3          |

|                                                                            | 2012<br>£'000 | 2011<br>£'000 |
|----------------------------------------------------------------------------|---------------|---------------|
| <b>Highest paid director</b>                                               |               |               |
| - Aggregate emoluments                                                     | 136           | 92            |
| - Aggregate value of contributions paid to a money purchase pension scheme | 6             | 8             |
|                                                                            | <b>142</b>    | <b>100</b>    |

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

## MITIE INTERIORS 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  |
|----------|-----------------|
| W Robson | MITIE Group PLC |

#### 13 EMPLOYEES

##### Average employee numbers

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

|                        | 2012<br>No   | 2011<br>No   |
|------------------------|--------------|--------------|
| Administration         | 41           | 44           |
|                        | <u>41</u>    | <u>44</u>    |
| <b>Employment cost</b> | <b>£'000</b> | <b>£'000</b> |
| Wages and salaries     | 2,219        | 2,421        |
| Social security costs  | 275          | 272          |
| Other pension costs    | 147          | 159          |
| Share-based payments   | 26           | 29           |
|                        | <u>2,667</u> | <u>2,881</u> |

#### 14 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% 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 INTERIORS 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<br>share<br>options | Weighted<br>average<br>exercise<br>price (in p) | Number of<br>share<br>options | Weighted<br>average<br>exercise<br>price (in p) |
| Outstanding at beginning of the year                     | 198,442                       | 198                                             | 211,158                       | 200                                             |
| Granted during the year                                  | 139,625                       | 65                                              | 9,735                         | 208                                             |
| Forfeited during the year                                | (24,588)                      | 214                                             | (26,010)                      | 212                                             |
| Transferred (to)/from Group subsidiaries during the year | -                             | -                                               | 3,559                         | 189                                             |
| <b>Outstanding at end of the year</b>                    | <b>244,010</b>                | <b>129</b>                                      | <b>198,442</b>                | <b>199</b>                                      |
| <b>Exercisable at end of year</b>                        | <b>65,051</b>                 | <b>220</b>                                      | <b>30,000</b>                 | <b>233</b>                                      |

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

|                                                                                                              | 2012<br>£'000 | 2011<br>£'000 |
|--------------------------------------------------------------------------------------------------------------|---------------|---------------|
| 2001 Executive share options                                                                                 | 19            | 18            |
| 2001 Savings Related share options                                                                           | 9             | 6             |
| Long-term incentive plan scheme (LTIP)                                                                       | (2)           | 5             |
|                                                                                                              | <b>26</b>     | <b>29</b>     |
|                                                                                                              | <b>2012</b>   | <b>2011</b>   |
| The weighted average share price at the date of exercise for share options exercised during the year was (p) | 251           | -             |
| The options outstanding at the year-end had a weighted average price of (p)                                  | 129           | 198           |
| The options outstanding at the year-end had a weighted average remaining contractual life of (years)         | 5             | 5.1           |

## MITIE INTERIORS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 March 2012

#### SHARE-BASED PAYMENTS (continued)

The company granted options in the period as detailed below

| Share scheme                    | Fair value<br>£'000 |
|---------------------------------|---------------------|
| Executive Share Option Scheme   | 12                  |
| long-term Incentive Plan Scheme | 167                 |

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 |

#### 15 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 14. The agreed contribution rate for employee and employer contributions for the next 12 months is 18.5% (2011: 17.5%).

#### 16 RELATED PARTY TRANSACTIONS

Set out below are the 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.

| Related Party                                 | Nature of transaction | Transaction amount |               | Year end balance |               |
|-----------------------------------------------|-----------------------|--------------------|---------------|------------------|---------------|
|                                               |                       | 2012<br>£'000      | 2011<br>£'000 | 2012<br>£'000    | 2011<br>£'000 |
| MITIE Business Services UK Limited            | services provided     | 1                  | -             | -                | -             |
| MITIE Technical Facilities Management Limited | services received     | 77                 | -             | -                | -             |

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**MITIE INTERIORS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**

Year ended 31 March 2012

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