

CITY LINK (CARDIFF) HOLDINGS LIMITED

ANNUAL REPORT
FOR THE YEAR ENDED
31ST DECEMBER 2015

THURSDAY



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COMPANIES HOUSE

CITY LINK (CARDIFF) HOLDINGS LIMITED

COMPANY INFORMATION

DIRECTORS

J-P Bonnet
I D Hudson
R J Murphy

REGISTERED OFFICE

Astral House
Imperial Way
Watford
Hertfordshire
WD24 4WW

REGISTERED NUMBER

4651251

AUDITOR

KPMG LLP
15 Canada Square
London
E14 5GL

BANKERS

Barclays Bank Plc
One Churchill Place
London
E14 5HP

CITY LINK (CARDIFF) HOLDINGS LIMITED

DIRECTORS' REPORT

The Directors submit their report to the members, together with the audited financial statements for the year ended 31st December 2015.

Principal activity

The principal activity of the Company is that of an investment holding company.

Results

The profit for the year amounted to £143,000 (2014: £1,032,000).

Directors

The present Directors of the Company and the directors who served during the year were;

D W Bowler	resigned 11/02/16
D J Finch	resigned 19/01/16
J-P Bonnet	appointed 15/01/16
I D Hudson	appointed 15/01/16
R J Murphy	appointed 05/05/16

Strategic report exemption

The Directors' Report has been prepared in accordance with the provisions applicable to companies entitled to the small company exemptions. Accordingly, no strategic report has been prepared.

Indemnity provisions

No qualifying third party provision is in force for the benefit of any director of the company.

Going concern

The creditors balance represents amounts due to its wholly owned subsidiary, City Link (Cardiff) Limited. The loan repayments are made by a non-cash dividend payment, in line with the financial model. The directors (who are directors of both City Link (Cardiff) Holdings Limited and City Link (Cardiff) Limited) have reviewed the financial model which show that the expected cashflows and operating profit for City Link (Cardiff) Limited are due to increase as the project progresses and hence City Link (Cardiff) Holdings Limited will be able to discharge this loan balance through the receipt of dividends in due course. Based on this undertaking the directors believe that it remains appropriate to prepare these financial statements on a going concern basis.

Disclosure of information to the auditor

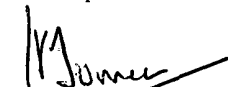
The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

Approval

The Report of the Directors was approved by the Board on 28th June 2016 and signed on its behalf by:


J-P Bonnet
Director

CITY LINK (CARDIFF) HOLDINGS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Directors' 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS102 *The Financial Reporting Standard Applicable in the UK and Republic of Ireland*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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; 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CITY LINK (CARDIFF) HOLDINGS LIMITED

We have audited the financial statements of City Link (Cardiff) Holdings Limited for the year ended 31st December 2015 set out on pages 5 to 13. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS102 *The Financial Reporting Standard Applicable in the UK and Republic of Ireland*.

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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 31st December 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.


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; or
- the directors were not entitled to take advantage of the small companies exemption in not preparing a strategic report.



William Meredith (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

CITY LINK (CARDIFF) HOLDINGS LIMITED

PROFIT AND LOSS ACCOUNT AND STATEMENT OF OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31ST DECEMBER 2015

	Notes	2015 £000	2014 £000
Operating result	1	-	-
Interest payable and similar charges	4	(578)	(668)
Income from shares in subsidiary undertakings		721	1,700
Profit on ordinary activities before taxation		143	1,032
Tax on profit on ordinary activities	5	-	-
Profit for the financial year	9	143	1,032

All results arise from continuing operations.

A Statement of Other Comprehensive Income has not been prepared as the Company has no Comprehensive Income other than those reported above.

The notes on pages 9 to 13 form an integral part to the financial statements.

CITY LINK (CARDIFF) HOLDINGS LIMITED

STATEMENT OF CHANGES IN EQUITY

	Called up share capital £000	Profit and loss account £000	Total Equity £000
Balance at 1st January 2014	100	99	199
Total comprehensive income for the period			
Profit	-	1,032	1,032
Other comprehensive income	-	-	-
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the period	-	1,032	1,032
	<hr/>	<hr/>	<hr/>
Balance at 31st December 2014	100	1,131	1,231
	<hr/>	<hr/>	<hr/>
	Called up share capital £000	Profit and loss account £000	Total Equity £000
Balance at 1st January 2015	100	1,131	1,231
Total comprehensive income for the period			
Profit	-	143	143
Other comprehensive income for the period	-	-	-
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the period	-	143	143
	<hr/>	<hr/>	<hr/>
Balance at 31st December 2015	100	1,274	1,374
	<hr/>	<hr/>	<hr/>

The notes on pages 9 to 13 form an integral part to the financial statements.

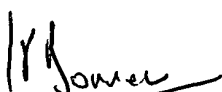
CITY LINK (CARDIFF) HOLDINGS LIMITED

BALANCE SHEET
AT 31ST DECEMBER 2015

	Notes	2015 £000	2014 £000
Fixed assets			
Investments	6	10,653	10,653
Net current assets		-	-
Total assets		10,653	10,653
Creditors: amounts due after one year	7	(9,279)	(9,422)
Net assets		1,374	1,231
Capital and reserves			
Called up share capital	8	100	100
Profit and loss account	9	1,274	1,131
Shareholders' funds	10	1,374	1,231

The notes on pages 9 to 13 form an integral part to the financial statements.

The financial statements were approved by the Board on 28th June 2016 and signed on its behalf by:



J-P Bonnet

Director

Company Registered Number 4651251

CITY LINK (CARDIFF) HOLDINGS LIMITED

CASH FLOW STATEMENT
FOR THE YEAR ENDED 31ST DECEMBER 2015

	2015 £000	2014 £000
Cash flows from operating activities		
Profit for the year	143	1,032
Adjustments for :		
Financial income	(721)	(1,700)
Financial expense	578	668
	<hr/>	<hr/>
Operating cash flows before movements in working capital and provisions	-	-
Increase in trade and other receivables	(143)	(1,032)
	<hr/>	<hr/>
Cash generated from operations		
Interest paid	(143)	(1,032)
Tax paid	(578)	(668)
	<hr/>	<hr/>
Net cash from operating activities	(721)	(1,700)
	<hr/>	<hr/>
Cash flows from financing activities		
Dividends received	721	1,700
	<hr/>	<hr/>
Net cash from financing activities	721	1,700
	<hr/>	<hr/>
Net increase/(decrease) in cash and cash equivalents	-	-
Cash and cash equivalents at 1st January	-	-
	<hr/>	<hr/>
Cash and cash equivalent at 31st December	-	-
	<hr/>	<hr/>

The notes on pages 9 to 13 form an integral part to the financial statements.

CITY LINK (CARDIFF) HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
AT 31ST DECEMBER 2015

1 Accounting Policies

City Link (Cardiff) Holdings Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK.

Basis of Preparation

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102")* as issued in August 2014. The presentation currency of these financial statements is sterling.

In the transition to FRS 102 from old UK GAAP, the Group has not made any measurement and recognition adjustments.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements. On first time adoption of FRS 102, the Company has not retrospectively changed its accounting under old UK GAAP for accounting estimates.

1.1 Measurement Convention

The financial statements are prepared on the historical cost basis.

1.2 Going Concern

The directors have adopted the going concern basis in the accounts and consider such basis to be appropriate. In reaching this conclusion they have considered the expected cash inflows and outflows for the company over the remaining life of the project.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements:

1.3 Basic financial instruments

Trade and other debtors/creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value for future payments discounted at a market rate of instrument for a similar debt instrument.

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

1.4 *Impairment excluding deferred tax assets*

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

1.5 *Taxation*

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

CITY LINK (CARDIFF) HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
AT 31ST DECEMBER 2015

2. **Operating profit**

The auditor's remuneration is paid by a subsidiary company without recourse.

3. **Employees**

The Company had no employees during the current or previous year. None of the Directors received remuneration relating to their services as Directors of City Link (Cardiff) Holdings Limited during the current or previous year.

4. **Net interest payable**

	2015 £000	2014 £000
Other interest	578	668
	<u>578</u>	<u>668</u>

5. **Tax on profit on ordinary activities**

	2015 £000	2014 £000
Current tax reconciliation		
Profit on ordinary activities before taxation	143	1,032
	<u>143</u>	<u>1,032</u>
Theoretical tax at UK corporation tax rate 20.25% (2014: 21.49%)	29	222
Effects of:		
Income not chargeable to corporation tax	(146)	(365)
Group relief	117	143
	<u>(29)</u>	<u>(118)</u>
	<u>-</u>	<u>-</u>

The company has an unrecognised deferred tax asset on losses of £318,000 (2014: £335,000). A deferred tax asset has not been recognised in respect of these losses as the directors cannot reasonably foresee the company making taxable profits. The unrecognised deferred tax asset has been calculated at the standard rate of 19% (2014: 20%).

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1st April 2014) and 20% (effective from 1st April 2015) were substantively enacted on 2nd July 2013. Further reductions to 19% (effective from 1st April 2017) and to 18% (effective 1st April 2020) were substantively enacted on 26th October 2015. This will reduce the company's future current tax charge accordingly. The deferred tax asset at 31st December 2015 has been calculated based on these rates.

CITY LINK (CARDIFF) HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)
AT 31ST DECEMBER 2015

6. Investments

Cost :	Shares £000
At 1st January 2015 and 31st December 2015	10,653
Amounts written off :	
At 1st January 2015 and 31st December 2015	-
Net book value :	
At 31st December 2015	10,653
At 31st December 2014	10,653

The investment at 31st December 2015 and 31st December 2014 represents 100% of the issued share capital of City Link (Cardiff) Limited.

City Link (Cardiff) Limited was incorporated in Great Britain and is registered in England.

7. Creditors: amounts falling due after one year

	2015 £000	2014 £000
Due to group undertakings	9,279	9,422

The amounts due to group undertakings represents a loan due to City Link (Cardiff) Limited. The loan repayments are made by a non-cash dividend payment, in line with the financial model. Interest is accruing on the loan at a rate of 6.5% per annum as per the loan agreement.

8. Share capital

	Allotted, called up and fully paid	
	2015 £000	2014 £000
100,000 (2014: 100,000) ordinary shares of £1 each	100	100

CITY LINK (CARDIFF) HOLDINGS LIMITED

NOTES TO THE ACCOUNTS (continued)
AT 31ST DECEMBER 2015

9. Reserves

	Profit and loss account £000
At 1st January 2015	1,131
Profit for the year	143
At 31st December 2015	1,274

10. Reconciliation of movement in shareholders' funds

	2015 £000	2014 £000
Profit for the year	143	1,032
Increase in shareholders' funds	143	1,032
Opening shareholders' funds	1,231	199
Closing shareholders' funds	1,374	1,231

11. Related party transactions

City Link (Cardiff) Limited, the company's subsidiary, has a loan balance of £9,279,000 (2014: £9,422,000) with the Company (see note 7).

12. Ultimate parent company

The Company is a wholly owned subsidiary of VINCI Pensions Limited, the corporate trustee of the VINCI PLC Pension Fund.