

TOWRY HOLDINGS LIMITED

Company Registration Number: 04773122

ANNUAL REPORT AND FINANCIAL STATEMENTS

31 December 2018



TOWRY HOLDINGS LIMITED

Directors

A M Baddeley
L J Dooley
A W Edwards
P M F Frame
D W S Reid
C Woodhouse

Company Secretary

R Hasan

Auditor

KPMG LLP
15 Canada Square
London
E14 5GL

Registered Office

The Observatory
Western Road
Bracknell
RG12 1TL

TOWRY HOLDINGS LIMITED

STRATEGIC REPORT

RESULTS AND DIVIDENDS

The total retained profit for the year to 31 December 2018 amounted to £nil (2017: £10,000).

During the year, the directors declared and paid dividends of £nil (2017: £nil).

PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

Principal activities

The principal activity of the Company continues to be that of a non-trading intermediate holding company.

Risk and uncertainties

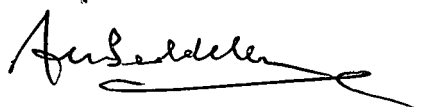
The Company is exposed to financial risk through the financial assets and liabilities that it has. However, as the Company's only asset is an investment in a subsidiary undertaking, and the only liabilities are amounts owed to other group undertakings, this risk is considered to be low.

The Company has also considered the impact of Brexit and analysed how that risk might affect the Company's financial resources and ability to continue operations over the next 12 months. We have nothing to report in this respect.

Performance

The Company did not trade in the year to 31 December 2018. The financial position of the Company is considered to be satisfactory. The Company has no plans to trade in the future.

By order of the Board of Directors:



A M Baddeley

Director

28 June 2019

Towry Holdings Limited

Company Number: 04773122

Registered Office: The Observatory, Western Road, Bracknell, RG12 1TL

TOWRY HOLDINGS LIMITED

DIRECTORS' REPORT

The Directors have pleasure in presenting the Report and Accounts of Towry Holdings Limited ("the Company") for the year ended 31 December 2018.

BUSINESS REVIEW AND ACTIVITIES

The principal activities of the Company are set out in the Strategic Report on page 2. The information that fulfils the Companies Act requirements of the business review is included in the Strategic Report on page 2. This includes a review of the development of the business of the Company during the year and of likely future developments in its business. Details of the principal risks and uncertainties are included in the Strategic Report.

DIRECTORS AND THEIR INTERESTS

The directors of the Company during the year are listed below:

A M Baddeley (appointed 1 October 2018)
L J Dooley
A W Edwards
P M F Frame
D W S Reid
C Woodhouse
A J Cowan (resigned 31 July 2018)
N Allman (resigned 3 October 2018)
W S Downing (resigned 3 August 2018)

There are no Directors' interests requiring disclosure under the Companies Act 2006.

GOING CONCERN

The Directors anticipate the liquidation of the Company within 12 months of the date of these accounts. The accounts have therefore been prepared 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.

Further details regarding the adoption of the going concern basis can be found in the accounting policies note in the financial statements.

POLITICAL DONATIONS

During the year the Company has made political donations of £nil (2017: £nil).

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 the 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.

By order of the Board of Directors:

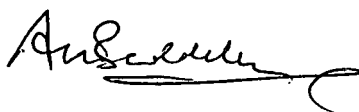
A M Baddeley
Director

28 June 2019

Towry Holdings Limited

Company Number: 04773122

Registered Office: The Observatory, Western Road, Bracknell, RG12 1TL



TOWRY HOLDINGS LIMITED

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

The directors are responsible for preparing the Strategic Report, 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 the directors have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice) including FRS 101 Reduced Disclosure Framework.

Under company law the 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 accounting estimates that are reasonable and prudent-;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so (as explained in note 2, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis).

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.

TOWRY HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TOWRY HOLDINGS LIMITED

Opinion

We have audited the financial statements of Towry Holdings Limited ("the company") for the year ended 31 December 2018 which comprise the Profit and Loss account, Balance Sheet and Statement of Changes in Equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

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

Basis for opinion

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

Emphasis of matter - Going concern

We draw attention to the disclosure made in note 2 to the financial statements which explains that the financial statements are now not prepared on the going concern basis for the reason set out in that note. Our opinion is not modified in respect of this matter.

The impact of uncertainties due to the UK exiting the European Union on our audit

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the group's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the group's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

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

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

TOWRY HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TOWRY HOLDINGS LIMITED (CONTINUED)

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

Directors' responsibilities

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

Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

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

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

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



Matthew Humphrey (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
United Kingdom
E14 5GL
28 June 2019

TOWRY HOLDINGS LIMITED

PROFIT AND LOSS ACCOUNT
for the year ended 31 December 2018

| | Notes | 2018 £'000 | 2017 £'000 |
|---------------------------------------|-------|---------------|---------------|
| Turnover | | - | - |
| Operating and administrative expenses | 3 | - | 10 |
| | | <hr/> | <hr/> |
| Operating profit | | - | 10 |
| Tax on profit | 4 | - | - |
| | | <hr/> | <hr/> |
| Profit for the financial year | | - | 10 |
| | | <hr/> | <hr/> |

No separate Statement of Other Comprehensive Income has been presented as all such gains and losses have been dealt with in the Profit and Loss Account.

The notes on pages 10 and 13 form an integral part of these financial statements.

TOWRY HOLDINGS LIMITED

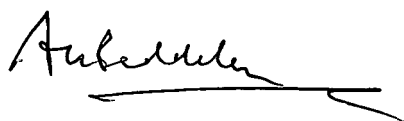
Registered number 04773122

BALANCE SHEET 31 December 2018

| | Notes | 2018 £'000 | 2017 £'000 |
|---|-------|---------------|---------------|
| Non-current assets | | | |
| Investments in subsidiaries | 5 | 22,128 | 22,128 |
| | | <hr/> | <hr/> |
| | | 22,128 | 22,128 |
| Current assets | | | |
| Debtors | 6 | 6 | - |
| Cash at bank | | - | 6 |
| | | <hr/> | <hr/> |
| | | 6 | 6 |
| Creditors: amounts falling due within one year | 7 | (1,129) | (1,129) |
| | | <hr/> | <hr/> |
| Net current liabilities | | (1,123) | (1,123) |
| | | <hr/> | <hr/> |
| | | 21,005 | 21,005 |
| | | <hr/> | <hr/> |
| Capital and reserves | | | |
| Called up share capital | 8 | 112 | 112 |
| Share premium reserve | | 22,954 | 22,954 |
| Profit and loss account | | (2,061) | (2,061) |
| | | <hr/> | <hr/> |
| Shareholders' funds attributable to equity interests | | 21,005 | 21,005 |
| | | <hr/> | <hr/> |

The notes on pages 10 and 13 form an integral part of these financial statements.

The accounts were approved by the Board of Directors on 28 June 2019 and were signed on its behalf by:



A M Baddeley
Director

Towry Holdings Limited

Company Number: 04773122

Registered Office: The Observatory, Western Road, Bracknell, RG12 1TL

TOWRY HOLDINGS LIMITED

STATEMENT OF CHANGES IN EQUITY for the year ended 31 December 2018

| | Share capital £'000 | Share premium reserve £'000 | Profit & loss account £'000 | Total £'000 |
|-----------------------------|---------------------------|--------------------------------------|--------------------------------------|----------------|
| Balance at 1 January 2017 | 112 | 22,954 | (2,071) | 20,995 |
| Movement in the year | - | - | 10 | 10 |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| Balance at 31 December 2017 | 112 | 22,954 | (2,061) | 21,005 |
| Movement in the year | - | - | - | - |
| | <hr/> | <hr/> | <hr/> | <hr/> |
| Balance at 31 December 2018 | <u>112</u> | <u>22,954</u> | <u>(2,061)</u> | <u>21,005</u> |

The notes on pages 10 and 13 form an integral part of these financial statements.

TOWRY HOLDINGS LIMITED

NOTES TO THE ACCOUNTS

1. GENERAL INFORMATION

The Company is a private company incorporated, domiciled and registered in the United Kingdom. The registered number is 04773122 and the registered office is The Observatory, Western Road, Bracknell, RG12 1TL.

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

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

From 1 January 2018 the financial statements continue to be presented in accordance with the provisions of the Large and Medium-Sized Companies and Groups (Accounts and Reports) Regulation 2008 but have been prepared in accordance with FRS 101. This UK GAAP standard allows the use of EU-adopted International Financial Reporting Standards ("IFRS") with reduced disclosures, where allowed, by the Companies Act and associated legislation.

The Company's intermediate parent undertaking, Tilney Group Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Tilney Group Limited are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from 6 Chesterfield Gardens, London, W1J 5BQ.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- IAS 7 – Presentation of a cash flow statement;
- IAS 8 – Disclosures in respect of new standards and interpretations that have been issued but which are not yet effective;
- IAS 24 – Disclosure of key management personnel compensation and the disclosure of transactions with group companies;
- IAS 16 and IAS 38 – Comparative information in respect of the reconciliation of net carrying value;
- IFRS 7 – Disclosures in respect of financial instruments, provided that equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated; and
- IFRS 13 – Fair Value Measurement paragraphs 91 to 99, provided that equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements. The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in the financial statements.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

(c) Investments in subsidiaries

Investments in subsidiaries are stated at cost less provision for impairment in value.

TOWRY HOLDINGS LIMITED

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Going concern

The Directors anticipate the liquidation of the Company within one year of the date of these accounts. The accounts have therefore been prepared 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.

(e) Financial instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

(f) Loans and receivables

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'measured at amortised cost'. These financial assets are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

(g) Other financial liabilities

Other financial liabilities, including borrowings, are measured at fair value, net of transaction costs, subsequently measured at amortised cost.

3. OPERATING AND ADMINISTRATIVE EXPENSES

The emoluments of the directors are paid by and disclosed in the accounts of Tilney Services Limited, a fellow subsidiary, and it is not possible to allocate these amounts between the individual companies within the Group.

Audit fees for the year in relation to the Company are £1,500. These were settled by Tilney Services Limited.

Fees payable to KPMG LLP and their associates for non-audit services to the company are not required to be disclosed because the consolidated financial statements of the parent company are required to disclose such fees on a consolidated basis.

4. TAXATION

| | 2018 £'000 | 2017 £'000 |
|--|---------------|---------------|
| Factors affecting tax charge for the year | | |
| Profit before tax | - | 10 |
| | <hr/> | <hr/> |
| Profit before tax at 19% (2017: 19.25%) | - | 2 |
| Group relief surrendered | - | (2) |
| | <hr/> | <hr/> |
| Tax on profit | - | - |
| | <hr/> | <hr/> |

TOWRY HOLDINGS LIMITED

NOTES TO THE ACCOUNTS

5. INVESTMENTS

| | 2018 £'000 | 2017 £'000 |
|---------------------------------|---------------|---------------|
| Cost and Net book value: | | |
| Investment in subsidiaries | 22,128 | 22,128 |

In accordance with Section 409 of the Companies Act 2006 a full list of subsidiaries, the country of incorporation, registered office address and percentage of equity owned as at 31 December 2018 is disclosed below.

| Company Name | Registered Office Address | Share Class | % held |
|---|---|--------------------|--------|
| Country of incorporation: United Kingdom | | | |
| Towry Security Company Limited | Towry House, Western Road, Bracknell, Berkshire, RG12 1TL | £1 Ordinary shares | 100 |

6. DEBTORS

| | 2018 £'000 | 2017 £'000 |
|------------------------------------|---------------|---------------|
| Amount due from group undertakings | 6 | - |

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | 2018 £'000 | 2017 £'000 |
|-----------------------------------|---------------|---------------|
| Amounts due to group undertakings | 1,129 | 1,129 |

8. SHARE CAPITAL

| | 2018 Number | 2017 Number | 2018 £'000 | 2017 £'000 |
|--|----------------|----------------|---------------|---------------|
| Allotted, issued and fully paid | | | | |
| Ordinary shares of 10p each | 1,118,866 | 1,118,866 | 112 | 112 |
| | 1,118,866 | 1,118,866 | 112 | 112 |

TOWRY HOLDINGS LIMITED

NOTES TO THE ACCOUNTS

9. RELATED PARTY DISCLOSURE

The Company has taken advantage of the exemption given by FRS 101 to subsidiary undertakings, 90% or more of whose voting rights are controlled within the group, by not disclosing information on related party transactions with entities that are part of the group, or investees of the group qualifying as related parties.

10. PARENT UNDERTAKINGS

The Company's immediate parent undertaking is Towry Group Limited whose registered office is The Observatory, Western Road, Bracknell, RG12 1TL.

The Company's ultimate parent undertaking is Alexlux Sarl, a company incorporated in Luxembourg.