

Utilyx Broking Limited

Annual Report and Financial Statements

Registered number 05128401

31 March 2019



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Company information

Directors

M Idle
P J G Dickinson

Secretary

Mitie Company Secretarial Services Limited

Registered office

Level 12, The Shard
32 London Bridge Street
London
SE1 9SG

Directors' report

The Directors present the Annual Report and Financial Statements of Utilyx Broking Limited ('the Company') for the year ended 31 March 2019.

Business review

The Company holds an investment in a subsidiary undertaking. The Company is a non-trading Company and the Directors do not expect this to change in the foreseeable future.

As shown in the Company's profit and loss account on page 6, the Company's turnover was £nil (2018: £nil) and the profit after tax were £4,151,000 (2018: £nil)

Strategic report

The Directors have taken advantage of the exemption provided by section 414B of the Companies Act 2006 (Strategic Report and Directors Report Regulations 2013) from preparing a Strategic Report.

Going concern

The Directors, having assessed the responses of the Directors of the Company's ultimate parent Mitie Group plc to their enquiries, have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Mitie Group to continue as a going concern, or its ability to continue with the current banking arrangements.

On the basis of their assessment of the Company's financial position and of the enquiries made of the Directors of Mitie Group plc, the Company's Directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Directors

The Directors who held office during the year were:

Director	Date of appointment	Date of resignation
M Idle	18/01/2019	
P J G Dickinson	14/12/2018	
S A Rose		09/11/2018
R J Blumberger		18/01/2019

A qualifying third-party indemnity provision as defined in Section 23 of the Companies Act 2006 is in force for the benefit of each of the Utilyx Broking Limited Directors listed above in respect of liabilities incurred as a result of their office to the extent permitted by law.

Dividends

Dividends per share for each share class were declared and paid during the year as follows:

	2019	2018
	£	£
Ordinary	1.97	-

Total dividends of £4,151,000 were recognised during the year (2018: £nil).

Environment

The Group endeavours to identify, monitor and manage the impact of their activities on the environment and is fully committed to environmental accountability and protection. The Company operates in accordance with Group policies which are described in the Group's annual and sustainability reports which do not form part of this report.

Directors' report *(continued)*

Principal risks and uncertainties

The Company is part of the Mitie Group and manages its risks within the Mitie Group Risk Framework. Details of the principal risks and uncertainties are given in the Mitie Group plc annual report. The Directors have reviewed the financial risk management objectives and policies of the Company in light of the Group Risk Framework and do not believe there to be any significant risks.


Post balance sheet events

There have been no significant events since the balance sheet date.

Political contributions

The Company made no political donations nor incurred any political expenditure during the year (2018: £nil).

On behalf of the Board



P J G Dickinson
Director

18 December 2019

Level 12, The Shard
32 London Bridge Street
London
SE1 9SG

Statement of Directors' responsibilities in respect of the annual report and 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 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 judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

Profit and loss account

	<i>Note</i>	2019 £000	2018 £000
Income from shares in group undertakings		4,151	-
Profit before taxation		4,151	-
Tax on profit	<i>3</i>	-	-
Profit for the financial year		4,151	-

The results for the year are wholly attributable to the continuing operations of the Company.

There were no items of other comprehensive income recognised during the current or prior year. Accordingly, no statement of other comprehensive income has been prepared.

Balance sheet

	<i>Note</i>	2019 £000	2018 £000
Fixed assets			
Investments in subsidiaries	4	21	21
Current assets			
Amount owed by group undertakings		4,151	-
		<u>4,151</u>	<u>-</u>
Amount owed to group undertakings		(4,151)	-
		<u>(4,151)</u>	<u>-</u>
Total assets less current liabilities		<u>21</u>	<u>21</u>
Net assets		<u>21</u>	<u>21</u>
Capital and reserves			
Called up share capital	5	21	21
		<u>21</u>	<u>21</u>
Shareholders' funds		<u>21</u>	<u>21</u>

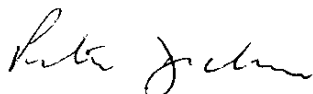
The company is entitled to exemption from audit under Section 479A of the Companies Act 2006 relating to subsidiary companies for the year ended 31 March 2019.

The members have not required the company to obtain an audit of its financial statements for the year ended 31 March 2019 in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for:

- (a) ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements for the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The financial statements of Utilyx Broking Limited, company number 05128401, were approved by the Board of Directors and authorised for issue on 18 December 2019 and were signed on its behalf by:



P J G Dickinson
Director

Statement of changes in equity

	Called up share capital £000	Profit and loss account £000	Total equity £000
Balance at 1 April 2017	21	-	21
Balance at 31 March 2018	21	-	21

	Called up share capital £000	Profit and loss account £000	Total equity £000
Balance at 1 April 2018	21	-	21
Total comprehensive income			
Profit	-	4,151	4,151
Total comprehensive income for the year	-	4,151	4,151
Transactions with owners			
Dividends	-	(4,151)	(4,151)
Total transactions with owners	-	(4,151)	(4,151)
Balance at 31 March 2019	21	-	21

Notes

1 Accounting policies, judgements and estimates

a) General information

Utiylx Broking Limited (the "Company") is a private company limited by shares and is incorporated in England and Wales and domiciled in the UK. The Company's registered number is 05128401. The Company's registered office is Level 12, The Shard, 32 London Bridge Street, London, SE1 9SG. Details of the Company's activities are set out in the Directors' Report.

The Company's ultimate parent undertaking, Mitie Group plc includes the Company in its consolidated financial statements. The consolidated financial statements of Mitie Group plc, which are prepared in accordance with International Financial Reporting Standards, are available to the public and may be obtained from www.mitie.com.

As more fully detailed in the Directors' report, the Company's financial statements have been prepared on a going concern basis.

b) Statement of compliance with FRS101

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* ("FRS 101").

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

c) Basis of preparation

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

- a Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel;
- Disclosure in respect of related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

As the consolidated financial statements of Mitie Group plc include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 13 *Fair Value Measurement* and the disclosures required by IFRS 7 *Financial Instrument Disclosures*.

There are no new and mandatorily effective standards in the year that would have a material impact on the financial statements.

Accounting policies have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Measurement convention

The financial statements are prepared on the historical cost basis.

Notes (continued)

1 Accounting policies, judgements and estimates (continued)

d) Significant accounting policies

Investments in subsidiaries

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

Dividends

Dividends are recognised when they become legally payable. This is when approved by the Shareholders of the Company.

e) Critical accounting judgements and key sources of estimation uncertainty

Critical accounting judgements in applying the Company's accounting policies:

In the process of applying the Company's accounting policies, which are described in Note 1 (d) above, management has made the following judgements that have the most effect on the amounts recognised in the financial statements.

Fixed assets investments

The measurement of investments accounted for as fixed assets involves the estimation of future cash flows in the underlying business to determine whether the value of the investment has been impaired.

The Directors have considered these cash flows and concluded that a provision for impairment is not required for the investment in Utilyx Limited.

Key sources of estimation uncertainty:

There are no key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in the next financial year.

2 Directors' remuneration

The Company had no employees during the current and preceding year.

No emoluments were payable to the Directors of the Company in respect of their services to the Company during the current and preceding financial years.

3 Taxation

	2019 £000	2018 £000
<i>Reconciliation of effective tax rate</i>		
Profit for the year	4,151	-
Total tax expense	-	-
	<hr/>	<hr/>
Profit before taxation	4,151	-
	<hr/>	<hr/>
Tax using the UK corporation tax rate of 19% (2018: 19%)	789	-
Non-taxable income from shares in Group undertakings	(789)	-
	<hr/>	<hr/>
Total tax expense	-	-
	<hr/>	<hr/>

Notes (continued)

4 Fixed asset investments

The Company has the following investments in subsidiaries:

	Shares in Group undertakings £000
Cost	
At beginning of year	21
At end of year	21
Provisions	
At beginning of year	-
At end of year	-
Net book value	
At 31 March 2018	21
At 31 March 2019	21

	Country of Incorporation	Class of shares held	Ownership 2019	2018
Utilyx Limited	England and Wales	Ordinary	100%	100%

The registered is Level 12, The Shard, 32 London Bridge Street, London, SE1 9SG.

5 Capital and reserves

Share capital authorised and fully paid	At start of year	At end of year	2019 £000	2018 £000
Ordinary Shares				
Ordinary shares at £0.01 each	2,109,961	2,109,961	21	21
	<u>2,109,961</u>	<u>2,109,961</u>	<u>21</u>	<u>21</u>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

Profit and loss account

The profit and loss account comprises the retained earnings and losses of the Company, less amounts distributed to the Company's Shareholders

Notes *(continued)*

5 Capital and reserves *(continued)*

Dividend

The following dividends were recognised during the period:

	2019	2018
	£000	£000
£1.97 (2018: nil) per qualifying ordinary share	4,151	-
	4,151	-

6 Related Parties

Under FRS 101 the Company is exempt from disclosing key management personnel compensation and transactions with other companies wholly owned by Mitie Group Plc.

The Company has taken advantage of the exemption under 8(k) of FRS 101 not to disclose transactions with fellow wholly owned subsidiaries.

7 Subsequent events

There are no material post balance sheet events that require adjustment or disclosure.

8 Ultimate parent company and parent company of larger group

The Company is a subsidiary undertaking of Utiyix Holdings Limited which is the immediate parent company incorporated in England and Wales. The ultimate controlling party is Mitie Group plc, a company incorporated in Scotland with its registered office at 35 Duchess Road, Rutherglen, Glasgow, G73 1AU. Mitie Group plc is the parent company of the largest and smallest groups into which the accounts of the Company are consolidated. The consolidated financial statements of Mitie Group plc are available to the public and may be obtained from the Company Secretary at Level 12, The Shard, 32 London Bridge Street, London, SE1 9SG, UK or from www.mitie.com.