Miller Framwellgate Limited

Annual report and financial statements

For the year ended 31 December 2018

Registered number 06424468

Contents

Strategic report

The directors have pleasure in presenting their annual report and audited financial statements for the year ended 31 December 2018.

Business review

The principal activity of the company is that of residential property development. During the year the company traded as normal.

Results and dividends

The profit for the year ended 31 December 2018 is set out in the profit and loss account on page 6. The directors are unable to recommend the payment of a dividend (2017: £nil).

Principal risks and uncertainties

Miller Framwellgate Limited ("the company") is part of the Miller Homes Group Limited ("MHGL") group. The directors are of the opinion that there is no difference between the principal risks and uncertainties between the company and MHGL. The principal risks and uncertainties of MHGL have been reported in the financial statements of MHGL, which can be obtained from the address as detailed in note 11.

Key performance indicators

The directors do not believe that an analysis using key performance indicators would enhance the understanding of the users of these financial statements, given the simplicity of the financial statements.

By order of the Board

Julie M Jackson
Director
29 August 2019

2 Centro Place
Pride Park
Derby
DE24 8RF

Directors' report

Directors

The directors of the company during the year and to the date of this report were as follows:

Ian Murdoch
Julie M Jackson

Disclosure of information to 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/she ought to have taken as a director to make himself/herself 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

Julie M Jackson
Director
29 August 2019

2 Centro Place
Pride Park
Derby
DE24 8RF

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, 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 102 *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 judgements and estimates that are reasonable and prudent;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; 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.

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 responsible for 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, and 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 Miller Framwellgate Limited

Opinion

We have audited the financial statements of Miller Framwellgate Limited ("the company") for the year ended 31 December 2018 which comprise the profit and loss account and other comprehensive income, statement of changes in equity, balance sheet and related notes, including the accounting policies in note 1.

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 profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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.

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, such as the valuation of WIP and site margins and related disclosures 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 company'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 company'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.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

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.

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 3, 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.

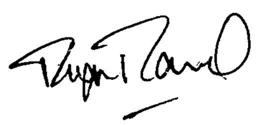
Auditor's responsibilities

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.



Hugh Harvie (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
20 Castle Terrace, Edinburgh, EH1 2EG
3 September 2019

Profit and loss account and Other comprehensive income
For the year ended 31 December 2018

	Note	**2018** **£**	2017 £
Turnover	*1*	**6,998,093**	8,612,037
Cost of sales		**(5,765,903)**	(6,840,221)
Gross profit		**1,232,190**	1,771,816
Interest payable and similar charges	*3*	**(30)**	(30)
Profit before taxation	*2*	**1,232,160**	1,771,786
Taxation	*4*	**(137,416)**	(340,810)
Profit for the financial year		**1,094,744**	1,430,976

There are no items of Other comprehensive income other than those disclosed above.

The results for the financial year have been derived from continuing activities.

The notes on pages 9 to 15 form part of these financial statements.

Statement of changes in equity
For the year ended 31 December 2018

	Share capital	Profit and loss account	Total equity
	£	£	£
Balance at 1 January 2017	2	(3,033,206)	(3,033,204)
Profit for the year	-	1,430,976	1,430,976
Balance at 31 December 2017	2	(1,602,230)	(1,602,228)
Profit for the year	-	1,094,744	1,094,744
Balance at 31 December 2018	**2**	**(507,486)**	**(507,484)**

The notes on pages 9 to 15 form part of these financial statements.

Balance sheet
As at 31 December 2018

	Note	2018	2017
		£	£
Current assets			
Stocks	5	**6,283,253**	3,593,894
Debtors – due within 1 year	6	**2**	2
– due after more than 1 year	6	**109,882**	247,298
Cash and cash equivalents		**17,608**	17,638
		6,410,745	3,858,832
Creditors: amounts falling due within one year	8	**(6,918,229)**	(5,461,060)
Net liabilities		**(507,484)**	(1,602,228)
Capital and reserves			
Called up share capital	9	**2**	2
Profit and loss account		**(507,486)**	(1,602,230)
Equity shareholders' deficit		**(507,484)**	(1,602,228)

The financial statements have been prepared in accordance with the provisions of FRS 102.

The notes on pages 9 to 15 form part of these financial statements.

These financial statements were approved by the board of directors on 29 August 2019 and were signed on its behalf by:

Ian Murdoch.

Ian Murdoch
Director

Notes
(Forming part of the financial statements)

1. Accounting policies

Miller Framwellgate Limited (the "company") is a company limited by shares and incorporated and domiciled in the UK. The registered address is 2 Centro Place, Pride Park, Derby, DE24 8RF.

These company 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.

The company's ultimate parent undertaking, Miller Homes Group Limited includes the company in its consolidated financial statements. The consolidated financial statements of Miller Homes Group Limited are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from the address in note 11. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- The reconciliation of the number of shares outstanding from the beginning to the end of the period;
- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 10.

Measurement convention

The financial statements are prepared on the historical cost basis.

Going concern

The financial statements have been prepared on the going concern basis, not withstanding the net liabilities of £507,484 (2017: £1,602,228), which the directors believe to be appropriate for the following reasons. The day to day working capital requirements of the company are provided through funds provided by its fellow subsidiary company, Miller Homes Limited. The directors of Miller Homes Limited have indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company, and in particular will not seek repayment of the amounts currently made available. The directors consider that this should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so. Based on this subsidiary company support the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

Notes *(continued)*

1. Accounting policies *(continued)*

Basis of accounting

As the company's results are consolidated within its ultimate parent company, Miller Homes Group Limited, the company has taken advantage of the exemption contained in Financial Reporting Standard 102 section 33 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties).

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 of 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.

Stocks and development work in progress

Stocks are stated at the lower of cost and net realisable value. Net realisable value in relation to land and work in progress is assessed by taking account of estimated selling price less all estimated costs of completion.

Land purchased on deferred payment terms is recorded at fair value. Any difference between fair value and the amount which will ultimately be paid is charged as interest payable in the income statement over the deferral period.

The purchase and subsequent sale of part exchange properties is an activity undertaken in order to achieve the sale of a new property. As such, the activity is regarded as a mechanism for selling. Accordingly, impairments and gains and losses on the sale of part exchange properties are classified as a cost of sale, with the sales proceeds of part exchange properties not being included in turnover.

Turnover

Turnover principally represents the amounts (excluding value added tax) derived from the sale of new homes, affordable housing contracts and land. Turnover from home sales represents the selling price for the unit, net of any cash incentives, and is recognised on legal completion and receipt of cash. Profit is recognised on a per completion basis, by reference to the remaining margin forecast across the development. Turnover from affordable housing contracts is recognised, either in line with the stage of completion, or on physical completion depending upon contract terms. Turnover from land sales is recognised on legal completion.

Notes *(continued)*

1. Accounting policies *(continued)*

Interest receivable and Interest payable

Interest payable and similar charges includes interest payable on bank loans and overdrafts.

Other interest receivable and similar income includes interest receivable on funds invested.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method.

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.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

2. Expenses and auditor's remuneration

Auditor's remuneration of £2,785 (2017: £2,785) has been borne by Miller Homes Limited, a fellow subsidiary company, during the year.

The company has no employees (2017: nil). The directors did not receive any remuneration from the company during the year (2017: £nil).

Notes *(continued)*

3. Interest payable and similar charges

	2018	2017
	£	£
Bank charges	**30**	30

4. Taxation

Analysis of charge for the year:

	2018	2017
	£	£
UK corporation tax:		
Total current tax charge	-	-
Deferred tax charge:		
Origination and reversal of temporary differences	**(137,416)**	(340,810)
Total deferred tax charge	**(137,416)**	(340,810)
Tax charge for the year	**(137,416)**	(340,810)

Factors affecting tax charge for year
The current tax charge on the profit on ordinary activities for the year is lower (2017: lower) than the standard rate of corporation tax in the UK of 19% (2017: 19.25%).

Tax reconciliation	2018	2017
	£	£
Profit for the year after tax	**1,094,744**	1,430,976
Total tax charge	**137,416**	340,810
Profit for the year before tax	**1,232,160**	1,771,786
Current tax at 19% (2017: 19.25%)	**(234,110)**	(341,069)
Effect of:		
Utilisation of tax losses not previously recognised	-	259
Recognition of previously unrecognised deferred tax	**96,694**	-
Total tax charge	**(137,416)**	(340,810)

Current tax has been charged at 19% (2017: 19.25%) in the reconciliation above. The corporate tax rate will reduce to 17% from 1 April 2020.

The future corporate tax rate of 19% (2017: 19%) is applied to deferred tax, except for temporary differences expected to reverse after the 17% rate becomes effective.

Notes *(continued)*

5. Stocks

	2018	2017
	£	£
Land	**3,203,862**	1,359,170
Work in progress	**3,079,391**	2,234,724
	6,283,253	3,593,894

Land and work in progress recognised as cost of sales in the year amounted to £5,765,903 (2017: £6,840,221).

6. Debtors – due within 1 year

	2018	2017
	£	£
Unpaid share capital	**2**	2

Debtors – due after more than one year

	2018	2017
	£	£
Deferred tax (see note 7)	**109,882**	247,298

7. Deferred tax asset

	£
At 1 January 2017	588,108
Charge to profit and loss	(340,810)
At 1 January 2018	247,298
Charge to profit and loss	(137,416)
At 31 December 2018	**109,882**

A deferred tax asset has been recognised in respect of the tax amount of trading losses. The directors consider that based on future profit projections, it is probable that the deferred tax asset will be utilised.

At 31 December 2018, the company's deferred tax asset has been fully recognised (2017: £97,000 unrecognised).

Notes *(continued)*

8. Creditors: amounts falling due within one year

	2018	2017
	£	£
Accruals and deferred income	**16,478**	16,478
Loan from fellow subsidiary undertakings	**6,901,751**	5,444,582
	6,918,229	5,461,060

The loan from the fellow subsidiary undertaking is not subject to any interest charge and repayment is due only on the basis that the company has sufficient resources available to it to make such repayment. Under the terms of the loan agreement there is no set repayment date.

9. Called up share capital

	2018	2017
	£	£
Allotted, called up, and unpaid:		
2 ordinary shares of £1 each	**2**	2

10. Accounting estimates and judgements

Key sources of estimation uncertainty

Carrying value of inventories

Inventories of land and development work in progress are stated at the lower of cost and net realisable value. Due to the nature of development activity and in particular, the length of the development cycle, the company has to allocate site wide development costs such as infrastructure between units being built and/or completed in the current year and those for future years. These estimates are reflected in the margin recognised on developments where unsold plots remain, and in the carrying value of land and work in progress. There is a degree of uncertainty in making such estimates.

The company has established internal controls that are designed to ensure an effective assessment is made of inventory carrying values and the costs to complete on developments. The company reviews the carrying value of its inventories on a quarterly basis with these reviews performed on a site by site basis using forecast sales prices and anticipated costs to complete based on a combination of the specific trading conditions of each site in addition to future anticipated general market conditions.

Critical accounting judgements in applying the company's accounting policies

The company believes that the major judgement applied is the use of the going concern principle which supports the valuation of assets included in the Balance sheet.

Notes *(continued)*

11. Immediate and ultimate parent company

The company's immediate parent company is Miller Homes Holdings Limited and its ultimate parent company is Miller Homes Group Limited. Both companies are registered and incorporated in Great Britain.

The largest group in which the results of the company are consolidated is that headed by Miller Homes Group Limited. The smallest group in which they are consolidated into is that headed by Miller Homes Group Holdings plc. The consolidated financial statements of these groups are available to the public and may be obtained from the Registrar of Companies, Companies House, Crown Way, Cardiff, CF14 3UZ.

At the date of approval of these financial statements the company was ultimately controlled by Bridgepoint, through BEV Nominees Limited as nominee for funds managed by Bridgepoint Advisors Limited, whose address is 95 Wigmore Street, London, W1U 1FB.