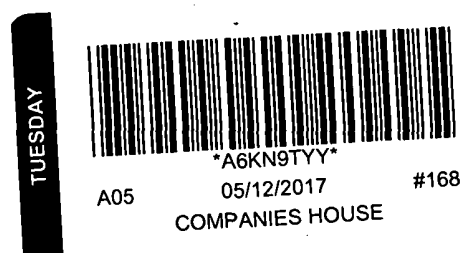


Leasedrive Group Limited
Annual report and financial statements
For the year ended 31 March 2017

Registered number: 06632596



Leasedrive Group Limited

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Leasedrive Group Limited

Officers and professional advisers

| | |
|----------------------------|--------------------------------------------------------------------|
| Directors | T P Buchan R A Butler M T Phillips |
| Company secretary | P J Rawnsley |
| Registered number | 06632596 |
| Registered office | Anglia House Holly Park Mills Calverley Leeds LS28 5QS |
| Independent auditor | Deloitte LLP Statutory Auditor Leeds United Kingdom |

Leasedrive Group Limited

Strategic Report

The directors present their strategic report on the Company for the year ended 31 March 2017.

Review of business

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

Future prospects

The directors anticipate that it will continue as an intermediate holding company for the foreseeable future.

Key performance indicators (KPIs)

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

Future Developments

On 31 March 2017 the Company, through being a subsidiary of Zenith Group Holdings Limited, was acquired by a number of limited partnerships comprising the Bridgepoint Europe V Fund, and became part of a new group headed by the new ultimate parent company Zenith Automotive Holdings Limited. See note 15 for more details.

Principal risks and uncertainties

Given the principal activity of the Company is that of a holding company, the risks and uncertainties it faces are in respect of the performance of its subsidiaries and can be found in the Strategic Report of those subsidiaries financial statements.

Approved by the Board and signed on behalf of the Board



M T Phillips
Director
28 July 2017

Leasedrive Group Limited

Directors' report

The directors present their annual report together with the audited financial statements and auditor's report, for the year ended 31 March 2017.

Directors Indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Results and dividends

Profit for the year was £10.6m (2016: £9.0m).

Dividends were declared and paid on equity shares of £180.49 per ordinary share (2016: £140.38) amounting to £9.0m (2016 £7.0m).

Future prospects and principal risks and uncertainties

The Company's future prospects and principal risks and uncertainties are discussed in the strategic report.

Going concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements.

Further details regarding the adoption of the going concern basis can be found in note 1 of the financial statements.

Directors

The directors, who served throughout the year and subsequently, are as follows:

T P Buchan
R A Butler
M T Phillips
M L Thompson (Resigned 6 January 2017)
A R Land (Resigned 31 March 2017)
S E Jones (Company Secretary, resigned 30 June 2017)
P J Rawnsley (Company Secretary, appointed 17 July 2017)

Approval of reduced disclosures

The Company, as a qualifying entity, has taken advantage, in respect of its separate financial statements, of the disclosure exemptions in FRS102 paragraph 1.12. The Company's shareholders have been notified in writing about the intention to take advantage of the disclosure exemptions and no objections have been received.

The Company also intends to take advantage of these exemptions in the financial statements issued in the following year. Objections may be served on the Company by shareholders holding in aggregate 5 per cent or more of the total allocated shares in the Company. They should be served no later than 31 March 2018.

Leasedrive Group Limited

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 section 418 of the Companies Act 2006.

A resolution to reappoint Deloitte LLP will be proposed at the forthcoming Annual General Meeting.

Approved by the Board and signed on its behalf by:



M T Phillips
Director
28 July 2017

Leasedrive Group Limited

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), 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 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
- 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.

Independent auditor's report to the members of Leasedrive Group Limited

We have audited the financial statements of Leasedrive Group Limited for the year ended 31 March 2017, which comprise the Profit and Loss Account, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, and the related notes 1 to 15. 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), including FRS 102 "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, 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 and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 2017 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

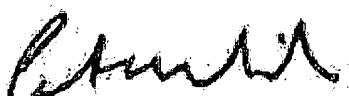
In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Strategic Report and the Directors' Report.

Independent auditor's report to the members of Leasedrive Group Limited (continued)

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.



Peter Birch FCA (Senior statutory auditor)

for and on behalf of Deloitte LLP
Statutory Auditor
Leeds, United Kingdom
28 July 2017

Leasedrive Group Limited

Profit and loss account

For the year ended 31 March 2017

| | | Year ended 31 March 2017 £'000 | Year ended 31 March 2016 £'000 |
|------------------------------------------------------------------------------------------|------|-----------------------------------------|-----------------------------------------|
| | Note | | |
| Administrative expenses | | - | (1) |
| Operating loss | | - | (1) |
| Income from shares in group undertakings | 4 | 12,500 | 11,000 |
| Interest receivable and similar income | 4 | 300 | 290 |
| Interest payable and similar charges | 5 | (2,252) | (2,259) |
| Profit on ordinary activities before taxation | 3 | 10,548 | 9,030 |
| Tax on profit on ordinary activities | 6 | - | - |
| Profit for the financial year attribute to the equity shareholders of the company | | <u>10,548</u> | <u>9,030</u> |

All amounts relate to continuing operations.

The accompanying notes 1 to 15 are an integral part of these financial statements.

Statement of comprehensive income

For the year ended 31 March 2017

| | Year ended 31 March 2017 £'000 | Year ended 31 March 2016 £'000 |
|---------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------------------|
| Profit for the financial year | 10,548 | 9,030 |
| Total comprehensive income attribute to the equity shareholders of the company | <u>10,548</u> | <u>9,030</u> |

Leasedrive Group Limited

Balance sheet

As at 31 March 2017

| | Note | As at 31 March 2017 £'000 | As at 31 March 2016 £'000 |
|----------------------------------------------------------------|------|------------------------------------|------------------------------------|
| Fixed assets | | | |
| Investments | 7 | 7,771 | 7,771 |
| Current assets | | | |
| Debtors | 8 | 58,885 | 47,628 |
| Cash at bank and in hand | | 206 | 7,663 |
| Creditors: Amounts falling due within one year | 9 | (63,057) | (60,805) |
| Net current liabilities | | (3,966) | (5,514) |
| Total assets less current liabilities | | 3,805 | 2,257 |
| Creditors: Amounts falling due after more than one year | 10 | (48) | (48) |
| Net assets | | 3,757 | 2,209 |
| Capital and reserves | | | |
| Called up share capital | 11 | 37 | 37 |
| Share premium account | | 24 | 24 |
| Capital redemption reserve | | 173 | 173 |
| Profit and loss account | | 3,523 | 1,975 |
| Shareholders' funds | | 3,757 | 2,209 |

The accompanying notes 1 to 15 are an integral part of this balance sheet.

The financial statements of Leasedrive Group Limited (registered number 06632596) were approved by the board of directors and authorised for issue on 28 July 2017. They were signed on its behalf by:



M T Phillips
Director

Leasedrive Group Limited

Statement of changes in equity

For the year ended 31 March 2017

| | Called up Share Capital £'000 | Share Premium Account £'000 | Capital Redemption Reserve £'000 | Profit and Loss Account £'000 | Total £'000 |
|-----------------------------------------------------------------|----------------------------------------|--------------------------------------|-------------------------------------------|----------------------------------------|----------------|
| At 1 April 2015 | 37 | 24 | 173 | (55) | 179 |
| Profit for the financial year and total comprehensive income | - | - | - | 9,030 | 9,030 |
| Dividends paid on equity shares (note 12) | - | - | - | (7,000) | (7,000) |
| At 31 March 2016 | 37 | 24 | 173 | 1,975 | 2,209 |
| Profit for the financial year and total comprehensive income | - | - | - | 10,548 | 10,548 |
| Dividends paid on equity shares (note 12) | - | - | - | (9,000) | (9,000) |
| At 31 March 2017 | 37 | 24 | 173 | 3,523 | 3,757 |

The accompanying notes 1 to 15 are an integral part of these financial statements.

Leasedrive Group Limited

Notes to the financial statements

For the year ended 31 March 2017

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and for the preceding period.

a. General information and basis of accounting

Leasedrive Group Limited is a private Company limited by shares incorporated in England and Wales the United Kingdom under the Companies Act. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the Strategic report on page 2.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

The functional currency of Leasedrive Group Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

Leasedrive Group Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. Leasedrive Group Limited is consolidated in the financial statements of its parent, Zenith Group Holdings Limited, which may be obtained from the address in note 15. Exemptions have been taken in these separate Company financial statements in relation to financial instruments, presentation of a cash flow statement and remuneration of key management personnel.

The Company's current reporting period is 12 months to 31 March 2017.

The Company is included in the consolidated financial statements of Zenith Group Holdings Limited which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

b. Going concern

For details of the cash, loans and facilities at 31 March 2017 of the group headed by the Company's parent company, Zenith Group Holdings Limited (the "Group"), please refer to the Group financial statements.

The directors have considered the adoption of the going concern basis in preparing the financial statements given the current economic climate and have formed the conclusion that there are no material uncertainties with respect to the Company's abilities to continue as a going concern for the foreseeable future. In forming this view, the directors have considered the Company's budgets and trading forecast and committed bank facilities available to the Group together with forecast headroom against those borrowing facilities including the impact of reasonable downside sensitivities and all foreseeable uncertainties. Accordingly, they continue to adopt the going concern basis of accounting in preparing the annual financial statements

c. Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

When the amount that can be deducted for tax for an asset (other than goodwill) that is recognised in a business combination is less (more) than the value at which it is recognised, a deferred tax liability (asset) is recognised for the additional tax that will be paid (avoided) in respect of that difference. Similarly, a deferred tax asset (liability) is recognised for the additional tax that will be avoided (paid) because of a difference between the value at which a

Leasedrive Group Limited

Notes to the financial statements

For the year ended 31 March 2017

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and for the preceding period.

a. General information and basis of accounting

Leasedrive Group Limited is a private Company limited by shares incorporated in England and Wales the United Kingdom under the Companies Act. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the Strategic report on page 2.

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The Company's current reporting period is 12 months to 31 March 2017.

The Company is included in the consolidated financial statements of Zenith Group Holdings Limited which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

b. Going concern

For details of the cash, loans and facilities at 31 March 2017 of the group headed by the Company's parent company, Zenith Group Holdings Limited (the "Group"), please refer to the Group financial statements.

The directors have considered the adoption of the going concern basis in preparing the financial statements given the current economic climate and have formed the conclusion that there are no material uncertainties with respect to the Company's abilities to continue as a going concern for the foreseeable future. In forming this view, the directors have considered the Company's budgets and trading forecast and committed bank facilities available to the Group together with forecast headroom against those borrowing facilities including the impact of reasonable downside sensitivities and all foreseeable uncertainties. Accordingly, they continue to adopt the going concern basis of accounting in preparing the annual financial statements

c. Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

When the amount that can be deducted for tax for an asset (other than goodwill) that is recognised in a business combination is less (more) than the value at which it is recognised, a deferred tax liability (asset) is recognised for the additional tax that will be paid (avoided) in respect of that difference. Similarly, a deferred tax asset (liability) is recognised for the additional tax that will be avoided (paid) because of a difference between the value at which a

Leasedrive Group Limited

Notes to the financial statements (continued)

For the year ended 31 March 2017

c. Taxation (continued)

liability is recognised and the amount that will be assessed for tax. The amount attributed to goodwill is adjusted by the amount of deferred tax recognised.

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the Group is able to control the reversal of the timing difference and it is probable that it will not reverse in the foreseeable future.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax relating to property, plant and equipment measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to sale of the asset.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Group intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: a) the Group has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

d. Investments

Fixed asset investments are shown at cost less provision for impairment.

e. Finance costs

Finance costs of debt are recognised in the profit and loss account over the term of such instruments at a constant rate on the carrying amount.

f. Debt

Debt is initially stated at the amount of net proceeds after deduction of issue costs. The carrying amount is increased by the finance cost in respect of the accounting period and reduced by payments made in the period.

g. Dividend income

Dividend income from investments is recognised when the shareholder's rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably).

Leasedrive Group Limited

Notes to the financial statements (continued)

For the year ended 31 March 2017

2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the Company's accounting policies

The following is the critical judgement, apart from those involving estimations (which are dealt with separately below), that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

Impairment of investments

The Company's investments have been reviewed for impairment within the year. The directors continue to believe that the carrying value of these investments is supported by their underlying net assets or value in use.

The directors have not identified any key sources of estimation uncertainty in addition to the critical judgements identified above.

3. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

None of the directors received any remuneration for their services to the Company during the year or the preceding year. The directors' remuneration from all Group companies is disclosed in the financial statements of the ultimate parent company. Whilst the directors received salaries from other Group companies during the year they received no emoluments directly in respect of qualifying services. No auditor's remuneration was charged during the year as costs of £1,000 (2016: £1,000) were borne by another Group company. No non-audit fees were incurred in the year or the preceding year. There are no employees other than the directors (2016: nil).

4. INTEREST RECEIVABLE AND SIMILAR INCOME

| | Year ended 31 March 2017 £'000 | Year ended 31 March 2016 £'000 |
|-----------------------------------------|-----------------------------------------|-----------------------------------------|
| Interest income on intercompany loans | 300 | 290 |
| Income from shares in group undertaking | 12,500 | 11,000 |
| | <u>12,800</u> | <u>11,290</u> |

Leasedrive Group Limited

Notes to the financial statements (continued)

For the year ended 31 March 2017

5. INTEREST PAYABLE AND SIMILAR CHARGES

| | Year ended 31 March 2017 £'000 | Year ended 31 March 2016 £'000 |
|---------------------------------------|-----------------------------------------|-----------------------------------------|
| Interest payable on intercompany loan | 2,252 | 2,259 |

6. TAX ON PROFIT ON ORDINARY ACTIVITIES

The tax charge comprises:

| | Year ended 31 March 2017 £'000 | Year ended 31 March 2016 £'000 |
|-----------------------------------------------------|-----------------------------------------|-----------------------------------------|
| Current tax on profit on ordinary activities | | |
| UK corporation tax | - | - |
| Adjustments in respect of prior years | - | - |
| Total current tax | - | - |
| Deferred tax | | |
| Current year | - | - |
| Effects of changes in tax rates | - | - |
| Adjustment in respect of prior years | - | - |
| Total tax on profit on ordinary activities | - | - |

The standard rate of tax applied to reported profit on ordinary activities is 20% (2016: 20.0%). The applicable tax rate changed to 20% from 1 April 2015.

The Finance (No.2) Act provides for further reductions in the corporation tax rate to 19%, effective from 1 April 2017, and to 18%, effective from 1 April 2020. It was substantively enacted on 26 October 2015 and has therefore been reflected in the calculation of the tax balances in these financial statements.

The UK Government announced in March 2016 that it intends to enact an additional reduction of the main rate of corporation tax, reducing it instead to 17% with effect from 1 April 2020. As this legislation was not substantively enacted by 31 March 2017, the impact of the anticipated rate change is not reflected in the tax provisions reported in these financial statements.

The difference between the total tax charge shown above and the amount calculated by applying Standard rate of UK Corporation Tax to the profit before tax is as follows:

Leasedrive Group Limited

Notes to the financial statements (continued)

For the year ended 31 March 2017

6. TAX ON LOSS ON ORDINARY ACTIVITIES (continued)

| | Year ended 31 March 2017 £ | Year ended 31 March 2016 £ |
|--------------------------------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------|
| Profit on ordinary activities before taxation | 10,548 | 9,030 |
| Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20% (2016: 20.0%) | 2,110 | 1,806 |
| Effects of: | | |
| - Expenses not deductible for tax purposes | - | - |
| - Income not taxable for tax purposes | (2,500) | (2,200) |
| - Group relief not paid for | 390 | 394 |
| - Adjustment in respect of prior years | - | - |
| Total tax charge for year | - | - |

7. FIXED ASSET INVESTMENTS

| | As at 31 March 2017 £'000 | As at 31 March 2016 £'000 |
|--------------------------------|------------------------------------|------------------------------------|
| Cost and net book value | 7,771 | 7,771 |

At 31 March 2017 the Company held, directly and indirectly, 100% of the allotted ordinary share capital of the following:

| | Class of shares held | Principal activity | Percentage of shares held |
|--------------------------------------|-------------------------|-------------------------------------------|------------------------------|
| Leasedrive Velo Holdings Limited | Ordinary | Holding company | 100% |
| Crowthorne 2011 Holdings Limited | Ordinary | Dormant | 100%* |
| The Motor Group Trustees Limited | Ordinary | Dormant | 100%* |
| Velo Limited | Ordinary | Vehicle leasing and related activities | 100%* |
| Leasedrive Holdings (UK) Limited | Ordinary | Holding company | 100%* |
| Masterlease Portfolio Limited | Ordinary | Dormant | 100%* |
| Leasedrive Limited | Ordinary | Vehicle leasing and related activities | 100%* |
| Leasedrive Rental Management Limited | Ordinary | Dormant | 100%* |

All the companies are incorporated in England and Wales and operate principally in their country of registration.

*The shares in the undertakings marked with an asterisk are held indirectly by subsidiary undertakings.

Leasedrive Group Limited

Notes to the financial statements (continued)

For the year ended 31 March 2017

8. DEBTORS

| | As at 31 March 2017 £'000 | As at 31 March 2016 £'000 |
|------------------------------------|------------------------------------|------------------------------------|
| Amounts owed by Group undertakings | 58,883 | 47,627 |
| Other debtors | 2 | 1 |
| | <u>58,885</u> | <u>47,628</u> |

Amounts owed by Group undertakings are unsecured, repayable on demand and charged at a commercial rate of interest.

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | As at 31 March 2017 £'000 | As at 31 March 2016 £'000 |
|------------------------------------|------------------------------------|------------------------------------|
| Amounts owed to Group undertakings | <u>63,057</u> | <u>60,804</u> |

Amounts owed to Group undertakings are unsecured, repayable on demand and charged at a commercial rate of interest.

10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

| | As at 31 March 2017 £'000 | As at 31 March 2016 £'000 |
|-------------------|------------------------------------|------------------------------------|
| Preference shares | <u>48</u> | <u>48</u> |

Leasedrive Group Limited

Notes to the financial statements (continued)

For the year ended 31 March 2017

11. CALLED-UP SHARE CAPITAL

| | As at 31 March 2017 £'000 | As at 31 March 2016 £'000 |
|-------------------------------------------|------------------------------------|------------------------------------|
| Authorised | | |
| 20,625 ordinary A shares of £0.50 each | 10 | 10 |
| 4,375 ordinary B shares of £0.50 each | 2 | 2 |
| 7,412 ordinary C shares of £1 each | 8 | 8 |
| 5,302 ordinary D shares of £1 each | 5 | 5 |
| 1,936 ordinary E shares of £1 each | 2 | 2 |
| 10,215 ordinary F shares of £1 each | 10 | 10 |
| 47,852 preference shares of £1 each | 48 | 48 |
| | <u>85</u> | <u>85</u> |
| Allotted, called up and fully paid | | |
| Amounts presented in equity | | |
| 20,625 ordinary A shares of £0.50 each | 10 | 10 |
| 4,375 ordinary B shares of £0.50 each | 2 | 2 |
| 7,412 ordinary C shares of £1 each | 8 | 8 |
| 5,302 ordinary D shares of £1 each | 5 | 5 |
| 1,936 ordinary E shares of £1 each | 2 | 2 |
| 10,215 ordinary F shares of £1 each | 10 | 10 |
| | <u>37</u> | <u>37</u> |
| Amounts presented in liabilities | | |
| 47,852 preference shares of £1 each | 48 | 48 |
| | <u>48</u> | <u>48</u> |

Each class of ordinary shares above carry the same privileges and voting rights and rank pari passu in all respects with the exception of the F shares which only have an economic value should the value of each ordinary share exceed £1 million.

Preference shares are non-cumulative and repayable on the earlier of a refinance or exit from the business of the holder. Preference shares are entitled to a cumulative cash dividend at the rate of 7.2% per annum on the nominal value and share premium of each share.

12. DIVIDENDS PAID

| | Year ended 31 March 2017 £'000 | Year ended 31 March 2016 £'000 |
|----------------------------------------------------------------------|-----------------------------------------|-----------------------------------------|
| Dividends paid in year of £180.49 per ordinary share (2016: £140.38) | <u>9,000</u> | <u>7,000</u> |

Leasedrive Group Limited

Notes to the financial statements (continued)

For the year ended 31 March 2017

13. GUARANTEES AND OTHER FINANCIAL COMMITMENTS

Contingent liabilities

The Group's banking facilities are subject to a standard cross guarantee with the subsidiary undertakings. At 31 March 2017 the amount secured under this guarantee was £1,573,377 (2016: £12,706,853).

14. RELATED PARTY TRANSACTIONS

As a subsidiary company of ultimate parent undertaking Zenith Group Holdings Limited, the Company has taken advantage of the exemptions in Section 33 "Related Party Transactions" from disclosing transactions with members of the Zenith Group Holding Limited.

15. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

At 31 March 2017, the largest and smallest group in which the results of the company were consolidated is Zenith Group Holdings Limited. The consolidated financial statements can be obtained from Anglia House, Holly Park Mills, Calverley, Leeds, LS28 5QS.

The ultimate parent company Zenith Automotive Holdings Limited will prepare consolidated group financial statements for an extended 366 day period ending 31 March 2018.

According to the register of members maintained by Zenith Automotive Holdings Limited, a number of limited partnerships comprising the Bridgepoint Europe V Fund, which are managed by Bridgepoint Advisers Limited, and hold securities through a nominee company, held a significant interest in the ordinary shares of the company at the balance sheet date and continue to do so at the date of this report. The directors of Zenith Automotive Holdings Limited deem there not to be an ultimate controlling party as none of the investors in the Bridgepoint Europe V Fund has an effective ownership of more than 20% of the issued share capital of the company