ABI Alpha Limited

Directors' report and financial statements

Registered number 07745824

Year ended 31 August 2017

Contents

Company information

Directors	M G Copper R J Jones D A Hague P A Clackstone
Secretary	R J Jones
Bankers	Barclays Bank PLC 6 East Parade Leeds LS1 2UX HSBC Bank PLC 8 Canada Square London E14 5HQ
Solicitors	DLA LLP Princes Exchange Princes Square Leeds LS1 4BY
Company number	07745824
Registered office	Swinemoor Lane Beverley East Yorkshire HU17 0LJ
Auditor	KPMG LLP Chartered Accountants 1 Sovereign Square Sovereign Street Leeds LS1 4DA

Strategic Report

The directors present their strategic report and the financial statements for the year ended 31 August 2017.

Principle activity and review of the business

The company is the parent undertaking of ABI Beta Limited and operates as an intermediate parent undertaking.

The company did not trade during the year and is not expected to trade for the foreseeable future. Its income and expenditure comprises only an interest expense.

A summary of the group's activities is included in the Strategic report of ABI Midco Limited.

This report was approved by the Board on 27 November 2017 and signed on its behalf by:

By order of the Board

R J Jones
Secretary

Directors' Report

The directors present their report and financial statements for the year ended 31 August 2017.

Results and dividends

The loss for the year after taxation amounted to £1,156,000 *(2016 loss £480,000)*. No dividends were paid during the year *(2016: £nil)*. The directors do not recommend a final dividend *(2016: £nil)*.

Going concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Directors

The directors who served the company during the year were as follows:
M G Copper
R J Jones
D A Hague
P A Clackstone

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the group's auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditor

Ernst & Young LLP resigned as auditor during the period and KPMG LLP were appointed to fill the vacancy. 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.

This report was approved by the Board on 27 November 2017 and signed on its behalf by:

R J Jones
Secretary

Swinemoor Lane
Beverley
HU17 0LJ

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).

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

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

KPMG

KPMG LLP
1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA
United Kingdom

Independent auditor's report to the members of ABI Alpha Limited

Opinion

We have audited the financial statements of ABI Alpha Limited ("the company") for the year ended 31 August 2017 which comprise the profit and loss account and other comprehensive income, balance sheet, statement of changes in equity 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 August 2017 and of its loss 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.

Going concern

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 twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

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.

Independent auditor's report to the members of ABI Alpha 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 6, 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.

Ian Beaumont **(Senior Statutory Auditor)**
For and on behalf of
KPMG LLP
Statutory Auditor
Chartered Accountants
1 Sovereign Square
Sovereign Street
Leeds
West Yorkshire
LS1 4DA
27 November 2017

Profit and loss account and other comprehensive income

for the year ended 31 August 2017

	Note	2017 £000	2016 £000
Administrative expenses		-	(72)
Operating loss	2, 3	-	(72)
Interest payable and similar charges	4	**(1,437)**	(527)
Loss on ordinary activities before taxation		**(1,437)**	(599)
Tax on loss on ordinary activities	5	**281**	120
Loss for the financial year		**(1,156)**	(479)
Other comprehensive income			
Movement on cash flow hedge (loss)/gain		-	-
Other comprehensive income for the year		-	-
Total comprehensive loss for the year		**(1,156)**	(479)

The notes on pages 12 to 17 form an integral part of these financial statements.

Balance sheet
At 31 August 2017

	Note	2017	2016
		£	£
Fixed assets			
Investments	6	**1,126**	1,126
Current assets			
Debtors	7	**24,628**	24,347
Creditors: amounts falling due within one year		-	-
Net current assets		**24,628**	24,347
Total assets less current liabilities		**25,754**	25,473
Creditors: amounts falling due after more than one year	8	**(25,389)**	(23,952)
Net assets		**365**	1,521
Capital and reserves			
Called up share capital	9	**20**	20
Share premium account		**1,980**	1,980
Profit and loss account		**(1,635)**	(479)
Shareholders' funds		**365**	1,521

The notes on pages 12 to 17 form an integral part of these financial statements.

These financial statements were approved by the board on 27 November 2017 and were signed on its behalf by:

M G Copper
Director

Registration number 07745824

Statement of changes in equity
for the year ended 31 August 2017

	Called up share capital £'000	Share Premium £'000	Profit and Loss account £'000	Total equity £'000
Balance at 1 September 2015	19	1,865	-	1,884
Changes in equity				
Total comprehensive income	-	-	(479)	(479)
Issue of new shares	1	115	-	116
Balance at 31 August 2016	**20**	**1,980**	**(479)**	**1,521**
Balance at 1 September 2016	20	1,980	(479)	1,521
Changes in equity				
Total comprehensive loss	--	-	(1,156)	(1,156)
Balance at 31 August 2017	**20**	**1,980**	**(1,635)**	**365**

The notes on pages 12 to 17 form an integral part of these financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

Statement of compliance and Basis of preparation

ABI Alpha Limited is a company limited by shares incorporated in England. The registered office is Swinemoor Lane, Beverley, East Yorkshire HU17 0LJ.

The financial statements have been prepared in compliance with Financial Reporting Standard 102, as it applies to the financial statements of the Company for the year ended 31 August 2016. The financial statements are prepared in sterling which is the functional currency of the company and are rounded to the nearest thousand (£'000).

ABI Alpha Limited is a wholly owned subsidiary of ABI Midco Limited, registered in England and Wales, and has taken advantage of section 400 of the Companies Act 2006 in that group financial statements have not been prepared. The financial statements present information about the company as an individual undertaking and not about its group.

Judgements and key sources of estimation uncertainty

The preparation of financial statements in compliance with FRS 102 requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for turnover and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. There were no judgements or material estimation uncertainties affecting the reported financial performance in the current or prior year.

Going concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

The following principal accounting policies have been applied:

Deferred tax

Deferred tax is recognised in respect of all timing differences which are differences between taxable profits and total comprehensive income that 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, except that:

- provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable;
- where there are differences between amounts that can be deducted for tax for assets (other than goodwill) and liabilities compared with the amounts that are recognised for those assets and liabilities in a business combination a deferred tax liability/(asset) shall be recognised. The amount attributed to goodwill is adjusted by the amount of the deferred tax recognised; and
- unrelieved tax losses and other deferred tax assets are recognised only to the extent that the directors consider that it probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Notes

(forming part of the financial statements)

1 Accounting policies (continued)

Investments

The carrying values of fixed asset investments are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Debtors

Short term debtors are measured at transaction price, less any impairment.

Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost. Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective *interest rate.* If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Notes *(continued)*

2 Operating profit

The company had no employees during the year and incurred no staff costs. Auditors remuneration and tax fees totalling £1,500 are included within the financial statements of ABI (UK) Limited (2016: £1,500)

3 Directors remuneration

M G Copper, R J Jones, D A Hague and P A Clackstone are remunerated through ABI (UK) Limited. Details of their remuneration are disclosed in the statutory financial statements of ABI (UK) Limited, copies of which can be obtained from our registered office, detailed on page 1.

4 Interest payable and similar charges

	2017	2016
	£000	£000
Loans from controlling group companies	**1,437**	527
	1,437	527

Notes *(continued)*

5 Tax

a.) Tax on profit on ordinary activities
The tax change is made up as follows:

	2017 £000	2016 £000
Current tax		
Group relief recoverable	**(281)**	(120)
Total current tax credit (note 7(b))	**(281)**	(120)
Deferred tax		
Total deferred tax	**-**	-
Tax credit on profit on ordinary activities	**(281)**	(120)

b.) Factors affecting current tax change for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 19.58% *(2016: 20%)*. The differences are explained below:

	2017 £000	2016 £000
Loss on ordinary activities before tax	**(1,437)**	(599)
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.58% (2016 – 20%)	**(281)**	(120)
Total tax credit	**(281)**	(120)

Factors that may affect future current and total tax charges

A reduction in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) was substantively enacted on 26 October 2015. An additional reduction to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the Group's future current tax charge accordingly.

Notes *(continued)*

6 Investments

	Investment in subsidiary undertakings £000
Cost	
At 1 September 2016	1,126
Additions	-
Disposals	-
At 31 August 2017	1,126

In the opinion of the directors, the aggregate value of the investment in subsidiary undertakings is not less than the amount at which they are stated in the balance sheet.

Subsidiary undertakings

Subsidiary undertakings	*Country of registration incorporation*	*Class of share*	*Proportion of issued equity capital held*	*Principal activity*
ABI Beta Limited	Great Britain	Ordinary	100%	Intermediate parent undertaking
ABI (UK) Group Limited (100% subsidiary of ABI Beta Limited)	Great Britain	Ordinary	100%	Intermediate parent undertaking
ABI (UK) Holdings Limited (100% subsidiary of ABI (UK) Group Limited)	Great Britain	Ordinary	100%	Intermediate parent undertaking
ABI (UK) Limited (100% subsidiary of ABI (UK) Holdings Limited)	Great Britain	Ordinary	100%	Manufacture and sale of Caravan Holiday Homes
ABI (UK) Group EBT Limited	Great Britain	Ordinary	100%	EBT

ABI Beta Limited is a direct investment of the company. All other subsidiaries are held indirectly. The registered office of all subsidiaries is Swinemoor Lane, Beverley, HU17 0LJ.

7 Debtors

	2017 £000	2016 £000
Debtors falling due with one year:		
Trade debtors	-	-
Other debtors	-	-
Prepayments and accrued income	-	-
Deferred tax	-	-
Amounts owed by controlling undertakings	24,218	-
Amounts owed by subsidiary undertakings	410	24,347
	24,628	24,347

Amounts owed by other group companies are interest free and repayable on demand.

Notes *(continued)*

8 Creditors: amounts falling due after more than one year

	2017 **£000**	2016 £000
Amounts owed to controlling undertakings	25,389	23,952
	25,389	23,952

Amounts owed to controlling undertakings attract interest at 6% and are not expected to be repaid in the next 12 months.

9 Called up share capital

	No.	**2017** **£000**	No.	2016 £000
Allotted, called up and fully paid				
Ordinary shares of 1p each	2,000,000	20	2,000,000	20
		20		20

10 Reserves

Share premium account

This reserve records the amount above the nominal value received for shares sold, less transaction costs.

11 Related party transactions

The group has taken advantage of the exemption available under FRS 102 Section 33.1a not to disclose transactions with other group companies which are members of the group headed by ABI Midco Limited.

12 Ultimate parent undertaking and controlling party

At 31 August 2016, the ultimate controlling party was CBPE Capital LLP.

The smallest and largest group in which the results of the company are consolidated is that headed by ABI Midco Limited. Copies of their financial statements are available from Swinemoor Lane, Beverley, HU17 0LJ.