

Egger (Ayrshire) Limited
Annual report and financial statements
for the year ended 30 April 2018

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Egger (Ayrshire) Limited
Annual report and financial statements
for the year ended 30 April 2018
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Egger (Ayrshire) Limited

Directors' report for the year ended 30 April 2018

The directors present their report and the audited financial statements of the company for the year ended 30 April 2018.

Principal activities

The principal activity of the company was the holding of land. In the year ended 30 April 2018 Egger (Ayrshire) Limited transferred the ownership of its land holding to Egger (UK) Limited, a fellow group undertaking. There will be no activities going forward with the company becoming dormant.

Business review

The trading results for the year and the company's financial position at the end of the year are shown on pages 7 and 8 respectively.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

Proposed dividend

The directors do not recommend the payment of a dividend (2017: nil).

Directors

The directors who were in office during the year and up to the date of signing the financial statements were:

M R Livesey
B Steinlechner

Political and charitable contributions

The company made no political or charitable donations or incurred any political expenditure during the year (2017: nil).

Financial risk management

The company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the company. The company does not use derivative financial instruments to manage interest rate costs and as such, no hedge accounting is applied.

The Egger Group Treasury department has implemented a policy and procedure manual which sets out specific guidelines to manage financial risks.

Liquidity risk and cash management

The company meets its day to day working capital requirements through operating cash flows and funding from group companies, which includes a long term facility. The company is part of a cash pooling arrangement with the group headed by Egger Holzwerkstoffe GmbH.

Interest rate and cash flow risk

The company has policies and procedures that set out the specific guidelines that must be followed to manage the interest rate risk. The exposure to interest rate risk is minimal as this is monitored by a central group treasury function, which is responsible for identifying and managing interest rate exposure.

Egger (Ayrshire) Limited

Directors' report for the year ended 30 April 2018 (continued)

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also 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.

Disclosure of information to auditors

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 auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Egger (Ayrshire) Limited

Directors' report for the year ended 30 April 2018 (continued)

Qualifying third-party indemnity provisions

The Company purchased and maintained throughout the financial year and also at the date of approval Directors' and Officers' liability insurance in respect of itself and its Directors.

Independent Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and PricewaterhouseCoopers LLP will therefore continue in office.

On behalf of the board



B Steinlechner
Director

16th August 2018

Egger (Ayrshire) Limited

Independent auditors' report to the members of Egger (Ayrshire) Limited

Report on the audit of the financial statements

Opinion

In our opinion, Egger (Ayrshire) Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 30 April 2018; the statement of comprehensive income, the statement of changes in equity, the accounting policies, and the notes to the financial statements for the year then ended.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether

Egger (Ayrshire) Limited

Independent auditors' report to the members of Egger (Ayrshire) Limited (continued)

Reporting on other information (continued)

there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' report for the year ended 30 April 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

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 an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Egger (Ayrshire) Limited

Independent auditors' report to the members of Egger (Ayrshire) Limited (continued)

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.


Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.



Bill MacLeod (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne
31st August 2018

Egger (Ayrshire) Limited

Statement of comprehensive income for the year ended 30 April 2018

		2018	2017
	Note	£'000	£'000
Turnover	1	-	26
Administrative expenses		(2)	(1)
(Loss)/profit before taxation	2	(2)	25
Tax on (loss)/profit	4	(1)	1
(Loss)/profit for the financial year		(3)	26

All amounts relate to continuing operations.

The company has no other comprehensive income and therefore no separate statement of comprehensive income has been presented.

Egger (Ayrshire) Limited

Balance sheet as at 30 April 2018

	Note	2018 £'000	2017 £'000
Fixed assets			
Tangible assets	5	-	511
Current assets			
Debtors	6	882	371
Creditors: amounts falling due within one year	7	(446)	(443)
Net current assets/(liabilities)		436	(72)
Total assets less current liabilities		436	439
Net assets		436	439
Capital and reserves			
Called up share capital	8	100	100
Profit and loss account		336	339
Total shareholders' funds		436	439

The financial statements on pages 7 to 17 were approved by the board of directors on 16th August 2018 and signed on its behalf by:



B Steinlechner
Director

Egger (Ayrshire) Limited

Registered number SC171807

Egger (Ayrshire) Limited

Statement of changes in equity for the year ended 30 April 2018

	Called up share capital	Profit and loss account	Total shareholders' funds
	£'000	£'000	£'000
At 1 May 2016	100	313	413
Total comprehensive income for the year, comprising:			
Profit for the financial year	-	26	26
Total comprehensive income for the year	-	26	26
Balance at 30 April 2017	100	339	439

	Called up share capital	Profit and loss account	Total shareholders' funds
	£'000	£'000	£'000
At 1 May 2017	100	339	439
Total comprehensive expense for the year, comprising:			
Loss for the financial year	-	(3)	(3)
Total comprehensive expense for the year	-	(3)	(3)
Balance at 30 April 2018	100	336	436

Egger (Ayrshire) Limited

Statement of accounting policies for the year ended 30 April 2018

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

General information

The principal activity of the company was the holding of land.

The company is a private company limited by shares incorporated and domiciled in Scotland, the United Kingdom. Its registered address is Brechin Tindal Oatts, 48 St Vincent Street, Glasgow, Lanarkshire, G2 5HS, Scotland.

Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" ("FRS101") and the Companies Act 2006.

The accounting policies set out below have been consistently applied to all the years presented unless otherwise stated. They have been prepared under the historical cost convention, and on a going concern basis.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed within this statement.

Exemptions

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 7, 'Financial Instruments: Disclosures'
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
 - (i) paragraph 79(a)(iv) of IAS 1;
- Paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- IAS 7, 'Statement of cash flows'
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group

Egger (Ayrshire) Limited

Statement of accounting policies for the year ended 30 April 2018 (continued)

Exemptions (continued)

FRS 101 sets out a reduced disclosure framework for a “qualifying entity” as defined in the standard which permits a qualifying entity to apply the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU (“Adopted IFRS 5”), but makes amendments where necessary in order to comply with the Companies Act 2006.

The company is a qualifying entity for the purpose of FRS 101 and note 10 gives details of the company’s ultimate parent and from where its consolidated financial statements, prepared in accordance with IFRS, may be obtained.

Going concern

The company is a subsidiary undertaking of Egger (UK) Holdings Limited whose group meets its day to day working capital requirements through funding provided by the ultimate parent company and the group of which it is part. The company does not have any external debt and all cash flows are funded by group companies. In addition, the company has received assurances from Egger (UK) Holdings Limited that amounts owed to group undertakings, falling due within one year, will not be called for repayment during the twelve months following the date of approval of these financial statements, or thereafter for the foreseeable future, until such time that the company can reasonably afford to do so.

New standards, amendments and IFRIC interpretations

No new accounting standards, or amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 30 April 2018 have had a material impact on the company.

Tangible assets and depreciation

No depreciation is provided on freehold land.

Government grants

Capital based government grants in relation to freehold land have been deducted from the cost of the asset. This is not in accordance with applicable accounting standards under which assets should be stated at their purchase price or production cost and the capital grant treated as deferred income and released to the profit and loss account over the useful life of the corresponding asset.

The directors are of the opinion that, as the land is not held for consumption but for investment and is not being depreciated the treatment otherwise required by applicable accounting standards would not present a true and fair view of the company’s effective investment in freehold land. The accounting policy adopted is therefore necessary for the financial statements to give a true and fair view.

Egger (Ayrshire) Limited

Statement of accounting policies for the year ended 30 April 2018 (continued)

Taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by IAS 12.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other debtors, cash and cash equivalents, loans and borrowings, and trade and other creditors.

(a) Trade and other debtors

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

(b) Trade and other creditors

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

(c) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Derivative financial instruments

Derivative financial instruments are recognised at fair value. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

Egger (Ayrshire) Limited

Statement of accounting policies for the year ended 30 April 2018 (continued)

Classification of financial instruments issued by the company

Financial instruments issued by the company are treated as equity (i.e. forming part of shareholders' funds) only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- (b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance payments associated with financial instruments that are classified as part of shareholders' funds (see dividends policy), are dealt with as appropriations in the reconciliation of movements in shareholders' funds.

Turnover

Turnover represents rent receivable in respect of the financial year, exclusive of value added tax.

Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

Management do not consider there to be any critical judgments or estimates which have a significant impact on the financial statements of the company.

Egger (Ayrshire) Limited

Notes to the financial statements for the year ended 30 April 2018

1 Turnover

The turnover is attributable to the principal activity of the company and arises entirely in the United Kingdom.

2 Loss/(profit) before taxation

Loss/(profit) before taxation is stated after charging:

	2018	2017
	£'000	£'000
Auditors' remuneration		
Audit of these financial statements	-	-

Auditors' fees are borne by fellow subsidiary entities.

3 Remuneration of directors

None of the directors received any remuneration from the company during the current or preceding financial year. No allocation of the directors' emoluments has been made as the directors provide minimal services to the company. The directors were the only employees.

Egger (Ayrshire) Limited

Notes to the financial statements for the year ended 30 April 2018 (continued)

4 Tax on Loss(profit)

Tax expense/(income) included in the (loss)/profit

	2018	2017
	£'000	£'000
Current tax:		
UK Corporation tax on (loss)/profits for the financial year	-	-
Adjustment in respect of prior periods	1	(1)
Total current tax	1	(1)
Deferred tax:		
Total deferred tax	-	-
Total tax on (loss)/profit	1	(1)

The tax charge / (credit) assessed for the year is higher (2017: lower) than the effective rate of corporation tax in the UK of 19.00% (2017: 19.92%). The differences are explained below:

	2018	2017
	£'000	£'000
Loss/(profit) before taxation	(2)	25
Loss/(profit) multiplied by the standard rate of tax in the UK of 19.00% (2017: 19.92%)	-	5
Effects of:		
Adjustment to tax in respect of previous periods – current tax	(1)	(1)
Group relief claimed	2	(5)
Total charge / (credit)	1	(1)

The tax rate for the current year is lower than the prior year due to changes in the UK Corporation tax rate which decreased from 20.00% to 19.00% from 1 April 2017.

Egger (Ayrshire) Limited

Notes to the financial statements for the year ended 30 April 2018 (continued)

5 Tangible assets

	Freehold land £'000
Cost and net book value	
At beginning of year	511
Transfers out (to Egger UK)	(511)
At end of year	-

Freehold land is stated net of capital grants of £nil (2017: £381,000) which have been deducted from the cost of freehold land on the basis that this asset has an infinite life and the accounting treatment adopted is required so as to present a true and fair view of the company's investment in freehold land.

During the financial year the freehold land was transferred to Egger (UK) Limited.

6 Debtors

	2018 £'000	2017 £'000
Amounts owed by group undertakings	882	371

7 Creditors: amounts falling due within one year

	2018 £'000	2017 £'000
Amounts owed to group undertakings	426	424
Corporation tax	-	(1)
Other creditors	20	20
	446	443

Egger (Ayrshire) Limited

Notes to the financial statements for the year ended 30 April 2018 (continued)

8 Called up share capital

	2018	2017
	£'000	£'000
<hr/>		
Allotted, called up and fully paid		
100,000 (2017: 100,000) ordinary shares of £1 each	100	100
<hr/>		

9 Related party disclosures

The company is controlled by Egger (UK) Holdings Limited, its immediate parent undertaking. The ultimate controlling party is Egger Holzwerkstoffe GmbH, the ultimate parent company.

During the year the Company entered into transactions, in the ordinary course of business, with other related parties. The company has taken advantage of the exemption under paragraph 8(k) of FRS101 not to disclose transactions with fellow subsidiaries under common ownership.

10 Ultimate parent undertaking

The company is a subsidiary undertaking of Egger (UK) Holdings Limited, incorporated in England and Wales. The ultimate parent company is Egger Holzwerkstoffe GmbH, incorporated in Austria.

The only group in which the results of the company are consolidated is that headed by Egger Holzwerkstoffe GmbH, incorporated in Austria. The consolidated financial statements of this group are available to the public and may be obtained from Landesgericht Innsbruck, Maximilianstrasse 4, 6020 Innsbruck, Austria.