

BMW (UK) Manufacturing Limited

Annual report and financial statements

Registered number 3950868

31 December 2020

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Strategic report

Principal activities

BMW (UK) Manufacturing Limited (the “company”) is engaged in the manufacture of motor vehicles.

Business review

The company is a production site within the BMW Group production network manufacturing MINI brand vehicles. The company currently has three MINI derivatives in production – MINI 3 Door Hatch including a full Battery Electric Derivate (BEV), MINI 5 Door Hatch & MINI Clubman.

Company strategic objectives

The main corporate objectives are:

- to manufacture MINI brand vehicles to BMW Group quality standards;
- to continuously implement operational efficiencies to reduce the cost of production; and
- to achieve targeted production volumes in support of BMW Group sales objectives.

Strategy

Management consider the following to be the main strategic target areas:

Strategic Target Area	Performance indicator	Measure
Quality	Adherence to engineering and product standards	Number of quality defects
Production Cost	Adherence to cost budget and investment framework	Cost per unit
Volume	Adherence to production programme	Number of units produced

Production volume is one of the key performance indicators of the company. All units are sold to BMW AG.

	2020	2019
Production volume (units)	175,984	222,340

Manufactured volume decreased over the course of the year, 20.8% lower than in the previous year due to production stoppage caused by the COVID-19 pandemic. During the reporting year the company received furlough payments as part of the government Job Retention Scheme.

Quality standards are maintained to BMW Group requirements with targets being agreed on an annual basis to satisfy engineering and product standards. External customer feedback and evaluations from organisations such as JD Power, the MINI dealer network and other sources within the automotive segment are used to maintain the focus on quality of production.

Production costs as represented by labour and overheads within cost of sales are targeted to achieve annual efficiency gains through improved process efficiency and productivity.

The trends in the key performance indicators developed as planned. The directors are satisfied that the key performance indicators of number of units produced, number of quality defects and cost per unit for the financial year are in line with targets.

Risk and uncertainties

The company participates in a comprehensive risk management system utilised by BMW Group to identify, evaluate and document the main categories of risk. As part of the long-term planning strategy and short-term forecasting procedures, the risks and opportunities attached to specific business activities are evaluated and used as the basis for setting targets and implementing appropriate risk-mitigation measures. At present, no risks have been identified which could threaten the existence of the company or which could have a materially adverse impact on the net assets, financial position or results of operations of the company.

In the course of its activities, the company is exposed to various categories of risk:

Strategic report (continued)

General economic environment

Currency and interest rate risks, (due to all sales and the majority of cost of sales being in foreign currencies), are managed throughout the BMW Group at both a strategic and an operating level, utilising hedging strategies and financial markets, co-ordinated through treasury operations, managed by BMW Group.

Changes in the international commodity markets for precious metal are closely monitored by BMW Group and hedging strategies implemented, from which the company benefits.

As a manufacturing enterprise, the company is also affected by changes in energy prices, caused by both market factors and tax legislation.

Specific industry risks

Changes in fuel prices, which may be either market induced or due to governmental tax policies, and increasingly stringent requirements to reduce fuel consumption as well as CO₂ and N₂O emissions, place high demands on engine and product development. Future strategies may lead into the development of alternative technologies. Further developments in this area are conducted on BMW Group level.

Operating risks

Risks arising from business interruption and loss of production are insured up to economically reasonable levels under group policies. The BMW Group's flexible production network and working time models also help to reduce operating risks.

Close co-operation between manufacturers and suppliers is usual in the automotive sector, and although this provides economic benefits, it also creates a degree of mutual dependence. Delivery delays, cancellations, strikes or poor quality can lead to production stoppages and thus have a negative impact on profitability. These risks are mitigated by careful supplier selection procedures which assess the technical competence and financial strength of potential suppliers and through ongoing performance management of the suppliers.

Legal risks

The company is not involved in any court or arbitration proceedings which could have a significant impact on the economic position of the company.

The risks arising from warranty claims are mitigated by the high quality of products, ensured by regular quality audits and on-going improvement measures.

Personnel risks

As an attractive employer, and as part of the BMW Group, the company has found itself in a favourable position in the intense competition for qualified technical and managerial staff. Employee satisfaction helps to minimise the risk of know-how drift.

The demographic changes will give rise to risks and opportunities in the future and these are monitored for potential impacts on operations, focusing in particular on the creation of a working environment for the future, promotion and maintenance of the workforce's ability to perform with the appropriate set of skills, training, individual employee working life-time models and increasing employees' awareness of their responsibility to make provision for their future.

Information and IT risks

As part of the BMW Group, the company protects data, business secrets and innovative developments against unauthorised access, damage and misuse using security measures in line with legal requirements and appropriate to the risk involved. These measures encompass manual, process design and IT controls. The protection of information and data is an integral component of business processes and is achieved by applying international security standards. The technical data protection procedures include process-specific security measures as well as standard activities such as virus scanners, firewall systems and access controls at operating and application level.

Strategic report (continued)

Section 172 Statement

Director's duties

Section 172 of The Companies Act 2006 states that a director of a company must act in the way it considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to :-

- a. The likely consequences of any decision in the long term;
- b. The interests of the company's employees;
- c. The need to foster the company's business relationships with suppliers, customers and others;
- d. The impact of the company's operations on the community and the environment;
- e. The desirability of the company maintaining a reputation for high standards of business conduct; and
- f. The need to act fairly as between members of the company.

In 2020 the company's lawyers gave a presentation to remind the board of their responsibilities under section 172 and how their duties should be fulfilled.

The board reviewed their current approach to corporate governance and decision making, engagement with stakeholders and its impact on the environment. The following summarises how the company's board fulfils its duties under Section 172:

Decision making

The company's strategy allows it to be competitive, flexible and resilient while also responding to a rapidly changing market situation. In 2020 examples included:

- Monthly review of Key Performance Indicators and definition of actions to ensure it reaches its long-term objectives;
- Preparation for different Brexit scenarios, especially review of logistics routes to ensure the business was fully set for business post-Brexit;
- Review of its operational structure to ensure its organisational model remains fit and competitive for future;
- Review of training strategy to ensure future training needs are met.

For further details on how the company is managed please see the Corporate Governance Statement in the Directors' Report.

Employee engagement

The company's employees are fundamental to the success of the business. The company aims to be a responsible employer in its approach to the pay and benefits of employees. The health, safety and wellbeing of its employees is one of the primary considerations in the way the company does business. In 2020, the following activities have been performed:

- Employees have been asked to participate in an online Leadership Survey in order to help in assessment of employees' concerns and aspirations and specific view on leadership within the business.
- Associate communication events held at the start of each year.
- Bi-weekly management briefing, where the company's directors present and are available to answer any questions.
- Regular internal and external messages are communicated clearly and effectively to target audiences via the most appropriate channels.

For further details on how the company engages with its workforce please see the Employee Engagement Statement in the Directors' Report.

Strategic report (continued)

Business relationships

The company is fully committed to effectively engage with all of its stakeholders. The company operates in a highly connected environment; the views, decisions and actions of stakeholders have a considerable impact on the business. Therefore, the company's success depends on its ability to engage and work together effectively and constructively. In 2020 examples included:

- Ongoing communication with the company's suppliers to develop deeper relationships with companies in the company's supply chains as well as develop strategic relationships with key suppliers.
- Regular exchange with HM Government and its various departments, UK trade bodies and industry associations as well as other stakeholders to build trust, understand positions, identify trends as well as build on and consolidate partnerships.

For further details on how the company engages with its stakeholders please see the Stakeholder Engagement Statement in the Directors' Report.

Community and environment

Sustainability and taking care of the environment is firmly embedded in the company's culture and corporate strategy. It is therefore an integral part of every thought and action the company takes. The company has adopted a holistic approach, implementing sustainability throughout the value chain. In addition to reducing CO2 emissions, the company's strategy also focuses on achieving continuous progress in areas such as corporate environmental protection, supply chain sustainability, employee orientation and social commitment. The company remains committed to the principles of the United Nations Global Compact and has systematically implemented its Ten Principles worldwide since 2001. The company's sustainability strategy also supports the Sustainable Development Goals adopted by the United Nations in autumn 2015.

The company also recognises the relevance of leading the company in such a way that it contributes to wider society. In 2020, the company is proud to continue its support of numerous charities and community projects as part of its corporate social responsibility, an area that the company takes very seriously. Below are some of examples of its 2020 actions:

- Organisation of many fundraising events throughout the year with its own "Charity Champion" group comprising of employee volunteers.
- Encouragement of its employees to volunteer in their communities. In 2020, the company's employees have completed hours of volunteering, supporting the local community, including supporting local initiatives.

For further details please see the Corporate Governance Statement in the Directors' Report.

Culture and values

The company's culture is characterised by clear responsibility, mutual respect and trust. Lawful conduct and fair competition are integral to its business activities and an important condition for maintaining a reputation for high standards of business conduct securing long term success.

The company is focused on people, with customers being at the heart of its business. The company embraces diversity, flexibility, sustainability and continuous improvement throughout the organisation. The company has a customer centric philosophy with transparent, fair and simple processes.

The board and senior management have taken active steps to drive cultural change and to ensure corporate strategy and customer orientation principles and values are embraced across the organisation.

Performance of the company

Revenue decreased by -13% due mainly to a reduction in production volume. Gross profit expressed as a percentage of sales decreased from 5.2% in 2019 to 2.5% in 2020.

Net assets at the end of the financial year were £443,414k (2019: £489,450k)

The profit for the year is shown on page 18.

Research and development

All research and development expenditure relating to the new MINI, including all design and production of prototypes, is borne by the company's ultimate holding company BMW AG.

Strategic report (continued)

Brexit

Brexit created uncertainty for the automotive sector in general and for overseas investors in particular during the negotiations surrounding the terms of the Brexit trade deal. Uncertainty is not helpful when it comes to making long-term business decisions. Along with other Group companies, the Company created several task groups to ensure continuity of service to customers, and to identify and mitigate against any risks or potential impacts of changes. The current operating environment is characterised by transition following the agreement between the UK and EU in December 2020. Border and customs activities have the potential to delay and/or disrupt production parts deliveries to the Company. Management has taken steps to minimise this risk through continuing to hold higher levels of parts stocks.

Covid-19

The impacts of the Coronavirus outbreak, which was characterised as a pandemic by the World Health Organisation in March 2020, have been observable across the Company's operations. The effects of the pandemic reached virtually all the areas of risk. UK Government-led lockdown resulted in an unprecedented period of production shutdown. The Company's risk mitigation measures led to an agile response to, for example, risks in volatility in customer demand and risks to production through potential supply shortages.

Outlook in 2021

A clear focus on premium vehicles and premium services for individual mobility remains the core of the company's business model. The company will continue to refine this approach. The company does so in light of changing customer demands, stringent regulations and the demands placed on automobile manufacturers by different industrial policies in different countries and it continues to sustain a clear focus on process stability and on-going productivity improvements whilst supporting a positive sales momentum. A further derivative was introduced in Plant Oxford in 2020, this being the first full series production of a MINI BEV (Battery Electric Vehicle). This product has been launched to the global market with tremendous success and extremely positive reviews. In 2021 MINI BEV volume will support and complement the MINI brands positive sales momentum and forecasts. Production volumes, in despite of the COVID-19 pandemic are forecasted to develop positively overall, with an upward trend compared to the previous year. Investments are ongoing and planned expenditure for optimisation of existing facilities will continue.

By order of the board



A M D Schneider
Director

Summit ONE, Summit Avenue, Farnborough,
Hampshire, GU14 0FB, England

8 July 2021

Directors' report

The directors present their report and audited financial statements for the year ended 31 December 2020.

Directors

The directors who held office during the year or subsequently were as follows:

Dr P Weber
J P Stoye (Resigned 1 July 2020)
A M D Schneider (Appointed 1 July 2020)

Statement of directors' responsibilities in respect of the financial statements

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 the year. 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 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.

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.

Directors' confirmations

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Dividend

A dividend of £91,551,114.10 (2019: £92,600,000) was paid in to BMW (UK) Holdings Limited (sole shareholder of BMW (UK) Manufacturing Ltd) on 11 May 2020. A reconciliation of the movements in shareholders' funds is given in the statement of changes in equity. Subsequent to the year end a dividend of £41,200,000 was proposed and paid to BMW (UK) Holdings Limited on 07 May 2021.

Directors' report (continued)

Corporate Governance Statement

Financial Year 1st January to 31st December 2020

This report comprises the Corporate Governance Statement for BMW (UK) Manufacturing Limited ("company") required under The Companies (Miscellaneous Reporting) Regulations 2018 for the financial year 1st January 2020 to 31st December 2020 ("financial year").

The company has not applied a specific corporate governance code during the financial year however, as a subsidiary of BMW AG, its ultimate German parent company, it operates in accordance with its parent company's corporate governance expectations. BMW AG adopted its own corporate governance code based on the German Corporate Governance Code ("code") in 2002. The code (updated in 2019) sets out how German listed companies should be organised and seeks to formulate recognised standards for good and responsible governance. The code seeks to promote the trust of investors, customers, employees and the general public in the management and supervision of German listed companies. The board of directors of the company therefore manage the company in accordance with BMW Group policies in relation to corporate governance, compliance and risk management.

Although the company has not adopted a UK specific corporate governance code, the company's board of directors ("board") have considered The Wates Principles and in this statement the company has set out how the company has aligned itself to these governance principles during the financial year.

Purpose, Strategy and Values

The company's strategy is based on BMW AG strategy called "Strategy Number One > Next". As part of "Strategy Number One", the company will actively shape and define the transformation to a technology company for premium mobility and services. As a driver of innovation, BMW AG and the company is playing a leading role in the automotive industry of the future. Digitalisation opens up new opportunities to take individual mobility to the next level - electric, connected and autonomous.

Strategy Number One > Next means a vision to shape tomorrow's individual mobility with a strategic approach of leveraging innovative technologies, digitalisation and sustainability to deliver unique customer experiences and offer the best solutions to the individual customers' mobility needs. It also means having a competitive advantage by having the most emotional products, attractive services and having a corporate culture to create the future with operational excellence.

The company's vision has been developed to provide a framework which engages employees to deliver the best outcomes for the company's shareholders, employees and customers.

Culture

The company's culture is characterised by clear responsibility, mutual respect and trust. Lawful conduct and fair competition are integral to the company's business activities and an important condition for securing long term success. The company's primary goal is to avoid risks which could jeopardise the trust which customers, shareholders, business partners and the general public place in the BMW Group. The company is focused on people, with customers being at the heart of the company's business. The company embraces diversity, flexibility, sustainability and continuous improvement throughout the organisation. It has a customer centric philosophy with transparent, fair and simple processes. The company's policies are designed to support the company culture with guidelines cascaded from the ultimate parent, BMW AG.

The company recognises that long term success is founded on the culture of the organisation. The aim is to be customer centric and select the best talent to ensure the longevity and success of the organisation and to be considered one of the top employers in the UK.

There are 5 core values which the whole of the BMW Group including the company adhere to, and these are responsibility, appreciation, transparency, trust and openness.

These five core values encompass principles of action which define the framework for cooperation within the BMW group of companies. Based on these core values the company prides itself in an atmosphere of mutual trust and understanding. Employees are fully engaged with the business and there is a culture of openness and authenticity. The board and senior management have taken active steps to drive cultural change and to ensure corporate strategy and customer orientation principles and values are embraced across the organisation. A brand new employee cultural identity was developed in recent years encouraging associates to be authentic, inspirational and creating an environment where people feel valued. At the heart of authenticity is the deep set of ethics, values and trust.

All of these cultural and value based initiatives are reviewed by the board of directors of the company and the management committee and communicated to the business as a whole at regular business briefings.

Directors' report (continued)

Sustainability

Sustainability and responsibility for the environment is firmly embedded in the company's culture and corporate strategy. The company has implemented sustainability throughout its value chain. In addition to reducing CO2 emissions the strategy focuses on achieving continuous progress in areas such as environmental protection, supply chain sustainability, employee orientation and social commitment. Sustainability forms an important part of the company's Number One Next strategy. The BMW Group product range will include 25 models which are either plug in hybrid electric vehicles or battery electric vehicles by 2023. The company is an active participant in HM Government "Go Ultra Low" campaign.

Board Composition

The board of the company consists, as of 31 December 2020, of two statutory directors, being Dr. Peter Weber, the Chief Executive Officer (CEO) and Alexandra Schneider, the Chief Financial Officer (CFO).

Committees of the Board

The company is managed by the board, its management committee and 8 other committees. The management committee which meets bi-weekly manages the company's business.

The management committee works to:

- Ensure compliance with laws and regulation;
- Manage the company's risk;
- Ensure employee engagement and change management initiatives are designed to achieve strategic objectives;
- Promote the sustainable success of the company for the benefit of the members as a whole taking consideration of all the company's stakeholders, its corporate social responsibilities and the environment the company operates in;
- Approve strategic objectives, initiatives and long-range planning in line with our parent company, BMW AG;
- Ensure that the necessary financial and other resources are made available to ensure objectives are achieved;
- Ensure organisational and structural changes are carried out in line with strategic objectives;
- Monitor progress towards achievement of strategic objectives;
- Operate within a framework of effective systems of corporate governance and internal controls appropriate to the environment in which it operates, which enable the assessment and management of opportunities and risks.

The board and management committee have delegated appropriate matters to: a programme circle, plant strategy & planning circle, production system circle, business strategy circle, new model working group, plant quality circle, people strategy circle, and a safety steering circle.

Sub-committees act to work on detailed topics and provide appropriate challenge to the management committee and the board in their areas of expertise. The CEO acts as chairman of the management committee and with the support of the CFO, who oversee the efficient and effective operation of the company's board and its committees. This includes consideration of the size and structure of the board, management committee and sub-committees so that they are appropriate to meet the strategic needs and challenges of the organisation and enable effective decision making. Consideration is given to the balance and diversity of the board and all its committees. Whilst the company does not have any independent non-executive directors, the chairman of the board acts in a capacity largely independent of the day to day management of the company's business. In addition the company frequently makes use of a large corporate audit function who audit different parts of the company's business to ensure operation in accordance with relevant company policies and procedures and laws and regulations.

The management committee comprises the CEO, CFO, and the most senior managers in the areas of the manufacturing operation: painted body, assembly and logistics and quality. In addition they are supported by head of human resources and head of communications. The effectiveness of management committee members and members of the sub-committees is measured via the company's annual appraisal process (known as "Portfolio") where all employees are reviewed against their objectives which include continuous professional development. Strengths and weaknesses are discussed against a backdrop of feedback from key stakeholders.

Each committee has its own terms of reference and a formalised approach with an agenda circulated in advance, minutes taken, voting and quorum rules and escalating processes. Each committee has a secretary who ensures the timely distribution of materials prior to meetings and works to ensure the accuracy of documents submitted to the committees for consideration and approval. The chairperson of a committee reports key matters to the management committee who also reviews minutes of all sub-committees' minutes.

Directors' report (continued)

Opportunity and Risk

Opportunity

The board considers and assesses how the company creates and preserves value over the long term by assessment of opportunities presented by the changes in consumer behaviours, regulation, buying patterns, opportunities and challenges presented by new technologies introduced in our product offering, such as battery electric vehicles and plug in hybrid vehicles.

Risk

The company has an internal control system which follows a BMW Group Internal Control System methodology ("ICS") to ensure it has appropriate and effective internal controls integrated and applied in its processes so as to maintain correct and reliable financial and accounting records and to comply with legal requirements. The CFO is responsible for ensuring the operation of the ICS including, but not limited to, ICS training, control measures, key control indicators, management reporting and roles and authorisation concepts.

The company has a risk function which focuses on managing day-to-day risks impacting the business and is responsible for defining risk management methodology. Risks are monitored and managed at an operational level through the risk and compliance committee. There are clear roles and responsibilities within this risk management system set out in the company's risk management policy.

The company's policies are determined by its management committee and drafted by or under the supervision of the management committee member with responsibility for the area covered by the policy. All policies are approved by the risk and compliance committee.

The BMW Group operates a four eye principle throughout the group. Under this requirement all documents with binding content must be reviewed and signed by two signatories with appropriate levels of authority to bind the relevant company delegated to them by the board of that company.

Remuneration

It is a stated aim of the company to reinforce the connection between performance and reward and this makes the merit principle a fundamental value in the company's corporate culture. Remuneration is intended to promote the personal performance of every employee including members of the board and its committees. Market benchmarking data is used every year and determines the salary ranges for different roles. Further details on how the company remunerate its workforce are contained in the Employee Engagement Statement in the Directors' Report.

Stakeholder relationship and engagement

The company works closely with its stakeholders including its suppliers, regulators, government and trade bodies; the local community; charities and more particularly its workforce.

The company recognises that the fair treatment of all its stakeholders is central to its strategy and the continuing success of its business. Further details on how the company engages with its workforce are contained in the Employee Engagement Statement in the Directors' Report and with regard to its other stakeholders in the Stakeholder Engagement Statement in the Directors' Report.

Employee Engagement Statement

Workforce

Our workforce is our most valuable asset. We invest in training, development, coaching and skills acquisition to ensure the required knowledge and behaviours are aligned with the company's strategy and values. It is important for our employees to feel connected to the company's purpose.

Through associate communication events held at the start and end of each year we seek to ensure our purpose and the important role employees have is clearly communicated. Senior managers attend these briefings with the workforce and constantly review the way in which information is provided to ensure engagement with employees.

Our communications department is responsible for corporate and associate communications for Plants Oxford, Swindon and Hams Hall. The team works in close co-operation with colleagues in all technologies and on other BMW Group sites to ensure that internal and external messages are communicated clearly and effectively to target audiences via the most appropriate channels.

Communication briefings at a local level give employees a platform to raise questions and put suggestions to the senior management team. In the financial year employees were invited to participate in an online Global All Employee Survey which helps the company to assess employees concerns and aspirations. The key aspects of the survey relate to leadership, team, strategy, processes, and culture and employer attractiveness.

Directors' report (continued)

The company have in place a Recognition Agreement with the signatory Trade Union (currently Unite the Union) where a working culture will be encouraged, via training and development which promotes communication, minimises barriers, and invites a high level of involvement and results in a close partnership between the company, its associates and the trade unions.

The company accepts that the signatory trade unions have the exclusive right and responsibility to represent all non-management Associates in relation to salaries and other terms and conditions of employment.

The company and trade union recognise the Plant Joint Committee (the PJC) as the Employee Consultation Forum. The aim of the forum is to provide a two-way communication process, involving and engaging employees through consultation, enabling them to contribute to the success of the business. It also offers management the opportunity to consult over business related issues and gain commitment to change. The forum discusses business wide issues impacting employees, provides key information on employment policies and terms of employment, serves as a central communication channel for employees and is an important mechanism of communication between management and employees

The company, in collaboration with the PJC and Senior Management Team, guides the cultural development of our plants and aims to make it a successful and happy place to work in. It does this through living and breathing the 5 core values of responsibility, appreciation, transparency, trust and openness.

Diversity and Inclusion

The company has adopted a Diversity and Inclusion Policy and through the application of this policy the company aims to ensure everyone is treated fairly and equitably and there are arrangements in place to prevent discrimination in the workplace. The company is committed to encouraging diversity being inclusive and preventing discrimination amongst the workforce. This is promoted through a number of in house network groups which cover a range of subject areas such as mental health and disability.

In the financial year a Diversity and Inclusion Survey was carried out by the company. The survey raised awareness of the initiatives and the various diversity and inclusion focus groups there are across our plant. The ethos of diversity and inclusion means the company is very supportive of individuals to achieve their full potential regardless of physical ability.

Examples of initiatives that the company is working on include: Supporting an accessible plant; promotion of quiet spaces; inclusive leadership; disability awareness and becoming a disability confident employer. There is a PRIDE network group which supports the company's LGBT community.

The survey also looked at culture and ethnicity. The company is looking to create more awareness around BAME and engages with external organisations to benchmark and see how their network groups are supporting this issue. The company has a focus group called "Minds Matter" which brings together passionate employees from the BMW community who seek to drive cultural change surrounding issues of mental health.

Recruitment

The company is an equal opportunities employer of around 4000 staff. Recruitment decisions are based upon the match of the individual's competencies, skills and knowledge to the requirements of the role. A variety of selection methods are used for both internal and external recruitment including assessment centres, competency-based interviews and psychometric tests.

Offers of employment are made subject to satisfactory completion of pre-employment checks, which include verification of reasons for leaving past employers, qualifications and honesty.

All roles are assessed and provided with job specifications. These detail the purpose of the role, key accountabilities, selection criteria and competencies required. The recruitment process is designed to ensure the most suitable candidate is selected and also to highlight any additional training required in order to ensure the person is competent and remains competent for that role.

Directors' report (continued)

Career Development

The company recognises the importance of career development and progression. To assist in this a performance management process is employed. This process provides the following:

- ensures the employee has a clear understanding of what is expected of them;
- enables the employee to monitor their performance against the requirements for their role;
- provides a fair and consistent way of measuring the performance of all staff;
- helps identify any training needs;
- helps identify how employees can maximise their potential;
- enables employees to discuss their aspirations for the future; and
- influences salary and bonus payments.

Succession planning is performed regularly at a senior level, locally within each department and annually following the performance review process.

Individuals establish a Personal Development Plan with their manager each year as part of the Performance Management Process. Formal, informal (coaching etc.), computer based and on-the-job training is then provided to meet individual training needs and in fulfilment of best practice and legislative requirements.

The company has a multiple Performance Management Processes in place, which appraises employee's performance either as individuals or as a team by consideration of target achievement and leadership behaviour. In order to ensure all employees have a clear understanding of expectations, an individual/team target agreement is drawn up for every employee at the beginning of the year as part of the Performance Management Process. Achievement of the targets is appraised informally throughout the year in feedback meetings with the line manager and is formally assessed in the performance review process, which takes place at the end of the year.

Training

It is the policy of the company that all employees are trained and developed in order to satisfy the statutory, regulatory and professional requirements expected of their role. Training and development is ongoing and monitored to ensure required levels of knowledge are achieved and maintained.

All roles are assessed and provided with job specifications. These detail the purpose of the role, key accountabilities, selection criteria, and competencies required. The recruitment process described above is designed to find the most suitable candidate to match the specification and also highlight any additional training required to ensure the person is competent and remains competent for that role. Additionally, in the case of internal staff, the job specification can ensure that other employees are sufficiently trained to be competent in another role to ensure the company has adequate cover should there be peaks in the business or staff absence.

Training is planned to ensure that it is received at the appropriate times. Training on legal and regulatory requirements are provided to all relevant personnel.

Records are retained of all training undertaken, future training required by an employee is captured as part of the personal development process.

Remuneration

All employees receive a base salary, have access to a range of flexible benefits, and are eligible for a bonus payment on an annual basis to promote personal performance, collaboration and the assumption of entrepreneurial responsibility. The bonus is based on personal achievement and achievement of the targets of the company as a whole, 70% based on company targets and 30% based on BMW Group targets.

Stakeholder Engagement Statement

Stakeholder engagement is important to the company and the BMW Group as a whole. The BMW Group operates in a highly connected environment. BMW Group products and services are used extensively throughout the UK and it attracts interest from, and are interested in, a diverse group of stakeholders. The BMW Group highly values regular exchanges with the stakeholders. The views, decisions and actions of stakeholders have a considerable impact on the business. Some examples of the stakeholders that the company and the BMW Group engages with are referred to below.

Directors' report (continued)

Employees

Our employees are the foundation of our success. Their professional qualifications and commitment are outstanding. In return, we offer attractive jobs, comprehensive opportunities for personal development and the opportunity to gain further qualifications. Further details on how the company engages with its workforce are contained in the Employee Engagement Statement in the Directors' Report.

Employees who become disabled during their working life will be retrained in employment wherever possible and will be given the required assistance. The company is an equal opportunities employer and is opposed to any form of discrimination being practised against employees or applicants for employment.

Suppliers

The company and the BMW Group as a whole, perceive our global supplier network as a major contribution to value creation, quality and innovation and hence to our success. Our collaboration with our suppliers is based on a mutual understanding of product and production quality, security of supplies, competitive prices and innovation, as well as the continuous integration of our sustainability requirements.

Suppliers have a significant impact on our sustainability performance and the sustainable development of society. It is therefore essential that our partners fulfil the BMW Group Supplier Sustainability Standard, which requires compliance with internationally recognised human rights, as well as labour and social standards.

Government, Regulators and trade bodies

The company engages in regular exchange with HM Government and its various departments, UK and international NGOs, trade bodies and industry associations as well as universities and other stakeholders in academia. In dialogue with these stakeholders, the company wishes to build trust, understand positions, identify trends as well as build on and consolidate partnerships. The company engages with its regulators both at an industry level through trade associations for example the Society of Motor Manufacturers and Traders ("SMMT") and at an operational level.

The company is represented at the SMMT through working groups on various topics affecting the automotive industry for example on type approval, Brexit and Worldwide Harmonised Light Vehicle Test Procedure ("WLTP"). At an operational level the company interacts with regulators such as the DVSA on vehicle safety and the recall process and with the VCA on topics such as vehicle standards, type approval and environmental labelling.

Community and Charity

Corporate social responsibility is important to the company and it undertakes many initiatives in this area.

The company made donations to UK charities amounting to £5,000 (2019: £10,499). The company organised many fundraising events throughout the year with its own "Charity Champion" group comprising of employee volunteers.

Associates are also able to contribute via monthly wage deduction in to the 'Associate Charity Fund' which is a company and trade union collaboration. The fund ensures that contributions received are split across a number of local charities within the area each year. The company also supports The Alzheimer's Society.

The BMW Group has a long-established commitment to supporting education across the UK through BMW Education. The programmes are informative, engaging and accessible to everyone free of charge.

Directors' report (continued)

Streamlined Energy and Carbon Reporting (SECR)

The following figures make up the energy and CO₂ baseline for the company, as the current year is the first year that the company is required to report this information on its UK consumption and emissions.

The activity data for electricity and natural gas is taken from metered consumption as per supplier invoices. The company also reports on transport based emissions resulting from production transport, company cars, and employees' business mileage in private cars.

The total consumption (MWh) figures for energy supplies reportable by the company are as follows:

	2020 Consumption
Natural gas	189,040 MWh
Grid-supplied electricity	71,474 MWh
Transport: production, company cars	1,438.9 k litres petrol 303.5 k Litres diesel
Transport: business travel in private cars	139.2k miles

Directors' report (continued)

The total emission (t CO₂e) figures for energy supplies reportable are as follows:

	2020 Emissions (tCO ₂ e) Location basis	2020 Emissions (tCO ₂ e) Market basis
Gaseous and other fuels (Scope 1)	38,515.0	38,515.0
Grid-supplied electricity (Scope 2)	16,663.3	-
Transportation (Scope 1 and 3)	4,347.5	4,347.5
Total	59,525.8	42,862.5

The company's CO₂ emissions are calculated from the reported activity data using the '2020 Government greenhouse gas conversion factors for company reporting' and the 'Greenhouse Gas Protocol'.

For natural gas, the gross calorific value has been used to calculate the CO₂ emissions. For electricity, in addition to the location basis approach using UK government conversion factors, a market basis approach with a zero-emission factor is added to reflect that all of the company's electricity is supplied from REGO certified renewable energy.

For transportation, the Government provided conversion factors are used. For claimed mileage, since the company has no way of knowing the specific car and/or type of fuel used, the 'average car' conversion factor is used.

The company's CO₂ emissions intensity metric is shown below:

	2020 Intensity metric Location basis	2020 Intensity metric Market basis
t CO ₂ e / units (parts) produced	0.34	0.24

The company has made efforts to improve its operational energy efficiency and reduce carbon emissions in recent years, for example:

- Switching to a 'green tariff' electricity supply, the impact of which is demonstrated by the 'market basis' result above;

Measures undertaken and ongoing up until the year end are:

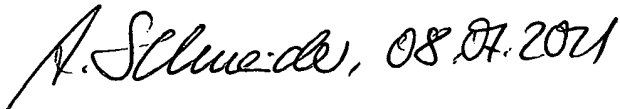
- Installation of LED lighting and installation of light sensors in plant rooms;
- Optimisation of the Building Management System (BMS) to increase the efficiency of energy used for lighting, power, ventilation, heating, air conditioning, hot water boilers

Directors' report (continued)

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and PricewaterhouseCoopers LLP ("PwC") will therefore continue in office.

On behalf of the board



A M D Schneider
Director

Summit ONE, Summit Avenue, Farnborough, Hampshire,
GU14 OFB, England

8 July 2021

Independent auditors' report to the members of BMW (UK) Manufacturing Limited

Report on the audit of the financial statements

Opinion

In our opinion, BMW (UK) Manufacturing Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its profit 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, which comprise: the Balance Sheet as at 31 December 2020; the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

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

Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included:

- Reviewing management's assessment of the going concern risks faced by the business;
- Understanding the nature of the business and its arrangements with other group entities;
- Assessing the facilities available to the company over the going concern assessment period;
- Obtaining management's letter of support and reviewing the wider group's ability to support the entity;
- Reviewing post year end performance; and
- Consideration of the wider automotive market, external economic and social factors which may have bearing on the assessment.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

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 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 Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 December 2020 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 Strategic report and 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 in respect of the financial statements, 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to UK tax legislation, employment laws and regulations and health and safety legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of

the financial statements (including the risk of override of controls), and determined that the principal risks were related to journal entries posted to improve revenue and profit performance as well as those potentially hiding a fraudulent extraction of cash from the company. Audit procedures performed by the engagement team included:

- Discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Reviewing meeting minutes with the board and those charged with governance;
- Consideration of any changes to the control environment, including as a result of the impact of the COVID-19 pandemic; and
- Identifying and testing journal entries with unusual account combinations in relation to revenue, profits and cash.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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.

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.

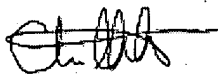
Other required reporting

Companies Act 2006 exception reporting

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

- we have not obtained 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.



Christopher Hibbs (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Birmingham
8 July 2021

Statement of Comprehensive Income
for year ended 31 December 2020

	Note	2020 £000	2019 £000
Revenue	2	2,586,378	2,977,516
Cost of sales		(2,522,460)	(2,825,935)
Gross profit		63,918	151,581
Other operating income	3	29,737	14,573
Administrative expenses		(30,874)	(39,158)
Other operating expenses	4	(5,237)	(9,403)
Operating profit		57,544	117,593
Interest receivable and similar income		95	573
Interest payable and similar charges		(247)	(984)
Profit before taxation		57,392	117,182
Tax on profit	8	(11,877)	(35,266)
Profit for the financial year, being total comprehensive income for the year		45,515	81,916

The above results relate to continuing operations.

The notes on pages 21 to 32 are an integral part of these financial statements

The company has no other comprehensive income other than the result above and as such no separate other statement of comprehensive income has been provided.

Balance Sheet
at 31 December 2020

	Note	2020 £000	2019 £000
Assets			
Non-current			
Intangible assets	9	7,154	6,128
Tangible fixed assets	10	491,599	527,469
Deferred tax assets	11	2,251	-
		<u>501,004</u>	<u>533,597</u>
Current assets			
Inventories	12	35,839	36,871
Trade and other receivables	13	240,724	357,254
Cash and cash equivalents		4	4
		<u>276,567</u>	<u>394,129</u>
Total assets		<u><u>777,571</u></u>	<u><u>927,726</u></u>
Equity and liabilities			
Equity			
Called up Share capital	15	40,000	40,000
Share premium		360,000	360,000
Statement of Comprehensive Income		43,414	89,450
		<u>443,414</u>	<u>489,450</u>
Non-current liabilities			
Deferred tax liability	11	-	2,102
		<u>-</u>	<u>2,102</u>
Current liabilities			
Trade and other payables	14	294,818	391,265
Income tax liability		39,339	44,909
		<u>334,157</u>	<u>436,174</u>
Total equity and liabilities		<u><u>777,571</u></u>	<u><u>927,726</u></u>

The notes on pages 21 to 32 are an integral part of these financial statements

These financial statements were approved by the board of directors on 8 July 2021 and were signed on its behalf by:

A. Schneider, 08.07.2021

A M D Schneider
Director

Registered No. 3950868

Statement of Changes in Equity
for year ended 31 December 2020

	Called up Share capital	Share premium	Statement of Comprehensive Income	Total
	£000	£000	£000	£000
Balance at 1 January 2019	40,000	360,000	100,134	500,134
Total comprehensive income for the year				
Profit for the year	-	-	81,916	81,916
Total comprehensive income for the year	-	-	81,916	81,916
Transaction with owners recorded directly in equity: Dividends	-	-	(92,600)	(92,600)
Total contributions by and distributions to owners	-	-	(92,600)	(92,600)
Balance at 31 December 2019	40,000	360,000	89,450	489,450
Balance at 1 January 2020	40,000	360,000	89,450	489,450
Total comprehensive income for the year				
Profit for the year	-	-	45,515	45,515
Total comprehensive income for the year	-	-	45,515	45,515
Transaction with owners recorded directly in equity: Dividends	-	-	(91,551)	(91,551)
Total contributions by and distributions to owners	-	-	(91,551)	(91,551)
Balance at 31 December 2020	40,000	360,000	43,414	443,414

Details of share capital are disclosed in note 15. Share premium represents the additional capital received over the nominal value of new shares subscribed. Retained earnings represent the total accumulated net gains and losses at the balance sheet date.

The notes on pages 21 to 32 are an integral part of these financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

BMW (UK) Manufacturing Limited (the “company”) is a company incorporated, domiciled and registered in England. The registered number is 3950868 and the registered address is Summit ONE, Summit Avenue, Farnborough, Hampshire GU14 0FB.

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

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

The company’s ultimate parent undertaking, Bayerische Motoren Werke Aktiengesellschaft (BMW AG) includes the company in its consolidated financial statements. The consolidated financial statements of BMW AG are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Petuelring 130, D-80809 Munich, Germany.

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

- a Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital, tangible fixed assets and intangible assets;
- Disclosures in respect of transactions with wholly owned group subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of the compensation of Key Management Personnel; Disclosures of transactions with a management entity that provides key management personnel services to the entity.

As the consolidated financial statements of BMW AG include the equivalent disclosures, the company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

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

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

Accounting estimates and judgements

In preparing these financial statements, management has made estimates and judgements that affect the application of the company’s accounting policies and the reported amounts of assets, liabilities, income and expenses.

In preparing these financial statements, management has made estimates and judgements that affect the application of the company’s accounting policies and the reported amounts of assets, liabilities, income and expenses.

Estimates, judgments and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future years if the revision affects both current and future years prospectively.

The directors have considered the estimates and judgements made within the financial statements including depreciation and amortisation, impairment, inventory valuation and tax and note that none have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year. Consequently, no critical estimates have been identified

Notes (continued)

Accounting Policies (Continued)

Measurement convention

The financial statements are prepared on the historical cost basis. The financial statements are presented in pounds sterling.

Going concern

The financial statements have been prepared on a going concern basis. In determining the appropriate basis of preparation of the financial statements, the directors are required to consider whether the group can continue in operational existence for a period no shorter than 12 months from the date of approval of the financial statements.

The company meets its day-to-day working capital requirements through access to funds as part of the BMW AG group's cash pooling arrangement that is administered through BMW International Investment BV, a BMW subsidiary company registered in the Netherlands, who manage the external banking relationships and act as an internal bank for BMW subsidiaries.

In light of the current external factors (such as COVID-19 & 'Brexit') robust scenarios have been reviewed and it has been concluded that the company will continue to be profitable and cash generative for the foreseeable future. The company has also received confirmation that the BMW Group has no intention to withdraw the facility in the foreseeable future, nor will it limit access to additional intercompany funding should it be required by the company.

After making enquiries, the directors have a reasonable expectation that the company has access to adequate financial and other resources to continue in operational existence for the foreseeable future and at least 12 months from the date of approval of the financial statements. The company therefore continues to adopt the going concern basis in preparing its financial statements.

Foreign currency

Transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the Statement of Comprehensive Income. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated at foreign exchange rates ruling at the dates the fair value was determined.

Tangible fixed assets

All tangible fixed assets are considered to have finite useful lives. They are stated at acquisition or manufacturing cost less systematic depreciation based on the estimated useful lives of the assets. Depreciation on tangible fixed assets reflects the pattern of their usage and is generally computed using the straight-line method. Components of items of tangible fixed assets with different useful lives are depreciated separately.

A tangible fixed asset which is being constructed or developed is held within tangible fixed assets at cost without depreciation, until construction or development is complete. Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets.

Depreciation is charged to the Statement of Comprehensive Income on a straight line basis over the estimated useful lives of each part of an item of tangible fixed assets. Land and assets under construction are not depreciated. The estimated useful lives are as follows:

Land and Buildings	10 to 50 years
Plant and equipment	5 to 10 years
Special Tools	Production cycle

Notes (continued)

Accounting Policies (Continued)

Intangible assets

Intangible assets acquired by the company are stated at cost less accumulated amortisation and impairment losses. Amortisation is charged to the Statement of Comprehensive Income on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite. Intangible assets with an indefinite useful life are systematically tested for impairment at each Statement of Comprehensive Income date. Other intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

Software licenses & user software	3 years
Subsidies for tooling costs, right of use devices	Production cycle

Impairment (excluding inventories and deferred tax assets)

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

The company applies IFRS 9 Financial Instruments and has assessed its financial assets with reference to BMW Group's instructions for the impairment of financial assets. Cash and cash equivalents are assessed using the external rating approach. The group assesses, on a forward-looking basis, the expected credit losses associated with its trade and other receivables carried at amortised cost and applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Non-financial assets

The carrying amounts of the company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

Calculation of recoverable amount

The recoverable amount of the company's receivables carried at amortised cost is calculated as the present value of estimated future cash flows, discounted at the original effective interest rate (i.e. the effective interest rate computed at initial recognition of these financial assets). Receivables with a short duration are not discounted.

The recoverable amount of other assets is the greater of their fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Reversals of impairment

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

Notes (continued)

Accounting Policies (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

The cost of other inventories is based on the first-in first-out principle and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of overheads based on normal operating capacity.

Research and development

All research and development expenditure, including the design and production of prototypes, is borne by the company's ultimate holding company BMW AG.

Trade and other debtors

Trade and other receivables are stated at cost less impairment losses.

Revenue

Revenue from the sale of vehicles is recognised at the point when the control of ownership of the vehicle is transferred to the buyer, the sales price is agreed or determinable and receipt of payment can be reasonably expected. The directors consider this to have occurred when the materials are processed to finished goods. Sales prices are determined by a price list which is agreed in advance at set points in the year. The vehicles are produced to pre-determined quality standards set by BMW Group and the responsibility for warranty of individual vehicles does not rest with the company. In most circumstances payment terms are thirty days.

Other operating income

Other operating income includes gains on disposals of fixed assets and prior year income relating to releases of provisions.

Other operating expenses

Other operating expenses includes regular bank charges, transaction fees and prior year expenses relating to good receipts not invoiced (GRNI) write offs.

Government Grants

Government grants must be recognised when there is reasonable assurance that both of the following criteria are satisfied:

- the entity complies with the conditions attaching to government grant and
- the grants will actually be received.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income 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 temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Notes (continued)

Accounting Policies (Continued)

Employee benefits

Some of the company's employees are members of a group wide defined benefit pension plan. As there is no contractual agreement or stated group policy for charging the net defined benefit cost of the plan to participating entities, the net defined benefit cost of the pension plan is recognised fully by the sponsoring employer, which is BMW (UK) Holdings Limited. The company recognises a cost equal to its contribution payable for the year.

The company is a participating employer in a defined contribution pension plan: the BMW (UK) Personal Pension Plan. Through this plan the company makes contributions on behalf of the employees, with no requirement for the employee(s) to make personal contributions. The company recognises a cost equal to its contribution payable for the year.

Provisions

A provision is recognised in the balance sheet when the company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle an obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects risks specific to the liability.

Dividends

Dividend expense is recognised when the obligation to make the payment is established. This is following a board meeting of the director's to declare the dividend.

2 Revenue

Revenue from contracts with customers represents the value of vehicles and options, excluding VAT, sold to another group company. All revenue originates in the UK and is destined for the European Union. Revenue is recognised when the materials are processed to finished goods.

3 Other operating income

Included in the Statement of Comprehensive Income are the following:

	2020 £000	2019 £000
Income from disposals of tangible assets	50	2,447
Rental and leasing income	12	9
Income from non-operating activities	3,665	3,326
Foreign exchange gains	13,870	5,517
Other operating income	12,140	3,274
	<u>29,737</u>	<u>14,573</u>

Included in other operating income are government grants consisting of UK Government support under the Furlough Scheme

4 Other operating expenses

Included in the Statement of Comprehensive Income are the following:

	2020 £000	2019 £000
Loss on disposal of tangible assets	171	2,619
Foreign exchange losses	3,151	5,600
Other operating expenses	1,908	1,168
Impairment against trade debtors	7	16
	<u>5,237</u>	<u>9,403</u>

Notes (continued)

5 Expenses and auditors remuneration

Included in the Statement of Comprehensive Income are the following amounts:

	2020 £000	2019 £000
Short term and low value operating lease costs	893	905
Audit fees in connection with the audit of these financial statements	59	59
Depreciation of plant, property and equipment	113,149	125,012
Amortisation of intangibles	1,860	873
	<u>115,961</u>	<u>126,859</u>

6 Staff numbers and costs

The monthly average number of persons employed by the company (including temporary agency staff) during the year was as follows:

	Number of employees	
	2020	2019
Manufacturing	2,859	3,021
Administration	1,126	1,209
	<u>3,985</u>	<u>4,230</u>

The aggregate payroll costs of these persons were as follows:

	2020 £000	2019 £000
Wages and salaries	131,065	138,124
Social security costs	14,451	14,393
Pension costs	18,271	18,935
Redundancy and early retirement costs	12,133	2,679
	<u>175,920</u>	<u>174,131</u>
Costs of temporary employees (not included within total aggregate costs)	<u>35,664</u>	<u>45,745</u>

7 Directors' emoluments

	2020 £000	2019 £000
Aggregate emoluments	688	1,134
Aggregate emoluments of the highest paid director	390	725
	<u>688</u>	<u>1,134</u>
Company pension contributions	40	49
Company pension contributions for the highest paid director	23	15
	<u>40</u>	<u>49</u>

The number of directors accruing retirement benefits under the defined contribution scheme in 2020 was 3 (2019: 3).

Notes (continued)

8 Tax on profit

Recognised in the Statement of Comprehensive Income

	2020 £000	2019 £000
<i>UK Corporation tax</i>		
Current tax on income for the year	15,837	25,204
Prior year adjustment	393	410
Total current tax charge	16,230	25,614
<i>Deferred tax (credit)/expense</i>		
Origination and reversal of timing differences	(3,059)	(1,146)
Adjustment for prior years	(1,294)	10,798
Total deferred (credit)/tax charge	(4,353)	9,652
Tax on profit on ordinary activities	11,877	35,266

Reconciliation of tax charge to the standard rate of corporation tax in the UK

The tax charge for the year is the same as (2019: higher than) the standard rate of corporation tax in the UK 19% (2019: 19%). The differences are explained below:

	2020 £000	2019 £000
Profit before taxation	57,392	117,182
Tax using the UK corporation tax rate of 19% (2019: 19%)	10,905	22,265
Effects of:		
Non-deductible expenses	1,873	1,658
Adjustment in respect of prior years	(1,148)	11,208
Adjustment in respect of tax rate	247	135
Total tax charge in Statement of Comprehensive Income	11,877	35,266

Factors affecting future tax charges

A reduction in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. On 17 March 2020, a cancellation of this reduction was enacted, resulting in the UK corporation tax rate remaining at 19% from 1 April 2020. The deferred tax liability at 31 December 2020 has been calculated based on these rates.

Update to 2021 tax rate: The UK Chancellor of the Exchequer announced on 3 March 2021 as part of the 2021 Budget that the UK Government would be increasing the rate of UK Corporation Tax to 25% from 1 April 2023. The deferred tax assets and liabilities of the Group have been calculated based on these assets and liabilities reversing at 19% as this rate has been substantively enacted at the Balance Sheet Date.

Had the 25% been substantively enacted on or before 31 December 2020 it would have had the effect of increasing the deferred tax asset by £711k.

Notes (continued)

9 Intangible assets

	Tooling Subsidies £000	User Software £000	Total £000
Cost			
At beginning of year	9,652	210	9,862
Additions	2,774	112	2,886
Disposals	-	(29)	(29)
At end of year	12,426	293	12,719
Accumulated depreciation			
At beginning of year	(3,623)	(111)	(3,734)
Charge for the year	(1,788)	(72)	(1,860)
Disposals	-	29	29
At end of year	(5,411)	(154)	(5,565)
Net book value			
At 31 December 2020	7,015	139	7,154
At 31 December 2019	6,029	99	6,128

Notes (continued)

10 Tangible fixed assets

	Land and Buildings	Plant and Machinery	Special Tools	Total
	£000	£000	£000	£000
Cost				
At beginning of year	365,252	750,623	713,674	1,829,549
Additions	16,802	39,367	21,264	77,433
Disposals	(109)	(20,074)	(1,932)	(22,115)
At end of year	381,945	769,916	733,006	1,884,867
Accumulated depreciation				
At beginning of year	(209,634)	(608,388)	(484,059)	(1,302,081)
Charge for the year	(12,261)	(43,772)	(57,116)	(113,149)
Disposals	108	19,922	1,932	21,962
At end of year	(221,787)	(632,238)	(539,243)	(1,393,268)
Net book value				
At 31 December 2020	160,158	137,678	193,763	491,599
At 31 December 2019	155,618	142,236	229,615	527,469

Included in additions and brought forward balances is £82,546k (2019: £48,752k) relating to assets in the course of construction. Assets under construction are not depreciated until the point when they are complete and brought into use. The value of land included in land and building is £48,522k, land is not depreciated.

11 Deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	Assets 2020 £000	2019 £000	Liabilities 2020 £000	2019 £000
Tangible fixed assets	2,251	-	-	(2,102)
Other timing differences	-	-	-	-
Tax assets / (liabilities)	2,251	-	-	(2,102)

Movement in temporary differences during the year:

	2020 £000	2019 £000
Balance at the beginning of the year	(2,102)	7,550
Recognised in the statement of comprehensive income	4,353	(9,652)
Balance at end of the year	2,251	(2,102)

Notes (continued)

12 Inventories

	2020 £000	2019 £000
Raw materials	23,592	24,451
Work in progress	12,247	12,420
	<u>35,839</u>	<u>36,871</u>

Included in above are provisions for excess and obsolescence against inventories of £8,473k (2019: £7,707). The amount of inventories recognised as an expense during 2020: £1,913m (2019: £2,189m).

13 Trade and other receivables

	2020 £000	2019 £000
Trade debtors	2,621	3,058
Amounts due from group undertakings	235,885	351,317
Prepayments	2,218	2,879
	<u>240,724</u>	<u>357,254</u>

Credit risk

Exposure to credit risk

An impairment of £10k (2019: £3k) was included in the carrying amount of trade debtors.

Amounts owed by group undertakings:

Amounts owed by group undertakings are unsecured, non-interest bearing, and subject to varying intercompany payment terms.

Included in the amounts due from group undertaking is a trade receivable of £72,907k (2019: £100,818k) with the company's most significant customer, its ultimate parent company, an international automotive business.

14 Trade and other payables

	2020 £000	2019 £000
Trade creditors	101,618	175,262
Amounts due to group undertakings	16,462	159,684
Other creditors	12,878	14,071
Accruals and deferred income	56,167	9,725
Other taxation and social security	107,693	32,523
	<u>294,818</u>	<u>391,265</u>

Amounts owed to group undertakings are unsecured, non-interest bearing, and subject to varying intercompany payment terms

Amounts due to group undertakings include a loan from BMW International Investments BV of £0m (2019: £123m) which is unsecured, has interest payable, has no fixed date of repayment and is repayable on demand.

Notes (continued)

Trade and other payables (continued)

During the year, the company has re-evaluated the mapping of certain account codes included within trade and other payables. As part of this process, an account code was identified which was previously included in trade creditors but exhibited more characteristics of an accrual. As such, this has been reclassified to Accruals and deferred income in the current year

15 Called up Share capital

	2020 £000	2019 £000
Allotted, called up and fully paid		
40,000,001 (2019: 40,000,001) Ordinary shares of £1 each at 31 December 2020	40,000	40,000

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

No shares were issued for consideration during the year (2019: none).

16 Capital commitments

During the year ended 31 December 2020, the company entered into contracts to purchase property, plant and equipment for £62,319k (2019: £91,832k). These commitments are expected to be settled in the following financial year.

17 Pensions

Defined benefit pension scheme

The company was a participating employer in the BMW (UK) Operations Pension Scheme. The defined benefit scheme was closed on 30th September 2017. The scheme was closed to future accrual of benefits with effect from 1 October 2017 and all active members were transferred to deferred status. No regular employer and employee contributions are due after September 2017. Particulars of the BMW (UK) Operations Pension Scheme are disclosed in the financial statements of BMW (UK) Holdings Limited, which is available from Summit ONE, Summit Avenue, Farnborough, Hampshire.

There is no contractual agreement or stated BMW Group policy for charging the net defined benefit cost of the scheme to participating entities, therefore the net defined benefit cost of the pension scheme is recognised fully by the principal employer, BMW (UK) Holdings Limited. The company recognises a cost equal to its contribution payable for the year. The normal monthly contributions relating to this scheme in the current year was £nil (2019: £nil) and there were no contributions outstanding at the year-end (2019: £nil). Normal contributions of £1,173k (2019: £700k) were paid to the scheme in respect of the cost of early retirements and bridging pensions.

Defined contribution plan

The company is a participating employer in a defined contribution pension plan: the BMW (UK) Personal Pension Plan. Through this plan the company makes contributions on behalf of the employees, with no requirement for the employee(s) to make personal contributions. Employees who joined the company after, or were not members of any pension scheme on 1 August 2013, are auto enrolled into this plan. All employees who were members of the defined benefit scheme were auto enrolled into the defined contribution plan: the BMW (UK) Personal Pension Plan on 1st October 2017. The company recognises a cost equal to its contribution payable for the year. The total expense relating to this plan in the current year was £18,271k (2019: £18,935k) and there were no contributions outstanding at the year-end (2019: £nil outstanding).

Notes (continued)

18 Ultimate parent company and parent company of larger group

The company is a wholly owned subsidiary undertaking of BMW (UK) Holdings Limited which is incorporated in England and Wales.

The ultimate parent company and controlling party is Bayerische Motoren Werke Aktiengesellschaft, which is incorporated in Germany.

The only group in which the results of the company are consolidated is that headed by Bayerische Motoren Werke Aktiengesellschaft. The consolidated financial statements of the group are available to the public and may be obtained from Petuelring 130, D-80788 Munich, Germany.