

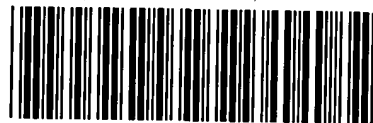
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BRIGGS & FORRESTER LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 OCTOBER 2018

THURSDAY



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COMPANIES HOUSE

BRIGGS & FORRESTER LIMITED

COMPANY INFORMATION

Directors	M P Stanton P Burton G J Stanton J Frankiewicz (resigned 31 December 2018)
Company secretary	J C Simson
Registered number	05851954
Registered office	Bembridge House Bembridge Drive Kingsthorpe Northampton NN2 6LZ
Independent auditor	MHA MacIntyre Hudson Chartered Accountants & Statutory Auditors Peterbridge House The Lakes Northampton NN4 7HB
Bankers	Barclays Bank Plc 1 Snowhill Snow Hill Queensway Birmingham NN2 6LZ

BRIGGS & FORRESTER LIMITED

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BRIGGS & FORRESTER LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 OCTOBER 2018

Introduction

The directors present their Strategic Report and the financial statements for year ended 31 October 2018.

Business review

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

The Company has not traded in the year and has made a profit due to dividends received from subsidiaries. Net assets have reduced to £1 following the Company voting a dividend of £13,358,759.

Principal risks and uncertainties

The directors have developed strategies to achieve planned profitable growth and have funding arrangements in place to cover all foreseeable needs. The Group continually introduces new products to meet the exacting and changing needs of its market place.

The directors continually review the risks facing the business. Where it is considered cost effective, risks to the Company and its business are covered by insurance. External factors, over which the company has little control, include the effect of government legislation and the level of economic activity in the United Kingdom, internal factors include the skills and competencies of staff.

Financial key performance indicators

As the Company hasn't traded in the year the directors do not consider there to be any Key Performance Indicators when assessing its performance.

This report was approved by the board and signed on its behalf.


.....
J C Simson
Secretary

Date: 8 February 2019

BRIGGS & FORRESTER LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 OCTOBER 2018

The directors present their report and the financial statements for the year ended 31 October 2018.

Directors' responsibilities statement

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Results and dividends

The profit for the year, after taxation, amounted to £980,000 (2017 - £NIL).

During the year the Company voted and paid dividends of £13,358,759 (2017 - £NIL).

Directors

The directors who served during the year were:

M P Stanton
P Burton
G J Stanton
J Frankiewicz (resigned 31 December 2018)

BRIGGS & FORRESTER LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 OCTOBER 2018**

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

Auditor

The auditor, MHA MacIntyre Hudson, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.



.....
J C Simson
Secretary

Date: 8 February 2019

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BRIGGS & FORRESTER LIMITED

Opinion

We have audited the financial statements of Briggs & Forrester Limited (the 'Company') for the year ended 31 October 2018, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 October 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

- 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.

BRIGGS & FORRESTER LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BRIGGS & FORRESTER LIMITED
(CONTINUED)**

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditor's Report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

Opinion on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BRIGGS & FORRESTER LIMITED
(CONTINUED)**

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors 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.

Auditor's 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 Auditor's 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 Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's Report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditor's Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



Richard Powell BA FCA (Senior Statutory Auditor)

for and on behalf of
MHA MacIntyre Hudson

Chartered Accountants
Statutory Auditors

Peterbridge House
The Lakes
Northampton
NN4 7HB

Date: 11 February 2019

BRIGGS & FORRESTER LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 OCTOBER 2018**

		2018 £	2017 £
Other operating income	4	980,000	-
Operating profit		980,000	-
Profit for the financial year		980,000	-
Total comprehensive income for the year		980,000	-


The notes on pages 10 to 15 form part of these financial statements.

BRIGGS & FORRESTER LIMITED
REGISTERED NUMBER: 05851954

BALANCE SHEET
AS AT 31 OCTOBER 2018

	Note	2018 £	2017 £
Fixed assets			
Investments	8	20,959,710	20,959,710
		<u>20,959,710</u>	<u>20,959,710</u>
Current assets			
Cash at bank and in hand	9	26,457	26,457
		<u>26,457</u>	<u>26,457</u>
Creditors: amounts falling due within one year	10	(20,986,166)	(8,607,407)
Net current liabilities		<u>(20,959,709)</u>	<u>(8,580,950)</u>
Total assets less current liabilities		<u>1</u>	<u>12,378,760</u>
Net assets		<u>1</u>	<u>12,378,760</u>
Capital and reserves			
Called up share capital	11	1	1,660,000
Share premium account	12	-	8,500,000
Capital redemption reserve	12	-	340,000
Profit and loss account	12	-	1,878,760
		<u>1</u>	<u>12,378,760</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


P Burton
 Director

Date: 8 February 2019

The notes on pages 10 to 15 form part of these financial statements.

BRIGGS & FORRESTER LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 OCTOBER 2018**

	Called up share capital	Share premium account	Capital redemption reserve	Profit and loss account	Total equity
	£	£	£	£	£
At 1 November 2016	1,660,000	8,500,000	340,000	1,878,760	12,378,760
At 1 November 2017	1,660,000	8,500,000	340,000	1,878,760	12,378,760
Profit for the year	-	-	-	980,000	980,000
Dividends: Equity capital	-	-	-	(13,358,759)	(13,358,759)
Share capital reduction	(1,659,999)	(8,500,000)	(340,000)	10,499,999	-
At 31 October 2018	1	-	-	-	1

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 OCTOBER 2018**

1. General information

Briggs & Forrester Limited is a private company limited by shares, domiciled in England and Wales, registered number 05851954. The registered office and principal place of business is Bembridge House, Bembridge Drive, Kingsthorpe, Northampton, NN2 6LZ.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Briggs & Forrester (UK) Limited as at 31 October 2018 and these financial statements may be obtained from the Registrar of Companies.

2.3 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Investments in unlisted Company shares, whose market value can be reliably determined, are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in the Statement of Comprehensive Income for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 OCTOBER 2018**

2. Accounting policies (continued)**2.4 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.5 Creditors

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

2.6 Financial instruments

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

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

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

BRIGGS & FORRESTER LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 OCTOBER 2018**

2. Accounting policies (continued)**2.7 Dividends**

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 2, management have been required to make judgments, estimates and assumptions. These estimates which relate to the carrying values of assets and liabilities, where not readily available from other sources, are based on underlying assumptions and experience. Actual results may differ from these estimates. These estimates and assumptions are reviewed on an on-going basis.

4. Other operating income

	2018 £	2017 £
Dividends received	980,000	-
	<u>980,000</u>	<u>-</u>

5. Employees

The average monthly number of employees, including the directors, during the year was as follows:

	2018 No.	2017 No.
Directors	4	4

BRIGGS & FORRESTER LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 OCTOBER 2018**

6. Taxation

	2018 £	2017 £
Total current tax	-	-
Total deferred tax	-	-
Taxation on profit on ordinary activities	-	-

Factors affecting tax charge for the year

The tax assessed for the year is the same as (2017 - the same as) the standard rate of corporation tax in the UK of 19% (2017 - 20%) as set out below:

	2018 £	2017 £
Profit on ordinary activities before tax	980,000	-
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017 - 20%)	186,200	-
Effects of:		
Non-taxable income	(186,200)	-
Total tax charge for the year	-	-

Factors that may affect future tax charges

There were no factors that may affect future tax charges.

7. Dividends

	2018 £	2017 £
Dividend paid	13,358,759	-
	13,358,759	-

BRIGGS & FORRESTER LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 OCTOBER 2018**

8. Fixed asset investments

	Investments in subsidiary companies £	Unlisted investments £	Total £
Cost or valuation			
At 1 November 2017	20,354,343	605,367	20,959,710
At 31 October 2018	20,354,343	605,367	20,959,710
Net book value			
At 31 October 2018	20,354,343	605,367	20,959,710
At 31 October 2017	20,354,343	605,367	20,959,710

9. Cash and cash equivalents

	2018 £	2017 £
Cash at bank and in hand	26,457	26,457
	26,457	26,457

10. Creditors: Amounts falling due within one year

	2018 £	2017 £
Amounts owed to group undertakings	20,986,166	8,607,407
	20,986,166	8,607,407

BRIGGS & FORRESTER LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 OCTOBER 2018**

11. Share capital

	2018 £	2017 £
Allotted, called up and fully paid		
10 (2017 - 16,600,000) Ordinary shares of £0.10 each	<u>1</u>	<u>1,660,000</u>

During the year the Company undertook a capital reduction to reduce the share capital to £1.

12. Reserves**Share premium account**

The share premium reserve records the premium above the nominal value that the issued share capital of the Company was issued at.

Following a capital reduction during the current year, this balance is now £nil

Capital redemption reserve

The capital redemption reserve represents the value of share capital which has been repurchased by the Company.

Following a capital reduction during the current year, this balance is now £nil.

Profit and loss account

The profit and loss account reserve includes all current and prior period retained profits and losses.

13. Related party transactions

The Company has taken advantage of the provisions of FRS102 s33.1A not to report transactions with fellow Group members wholly owned by the ultimate parent undertaking.

14. Controlling party

The ultimate parent company is Briggs & Forrester (UK) Limited, a company registered in England and Wales.

The consolidated accounts of the ultimate group are available to the public from the Registrar of Companies.

In the opinion of the directors there is no ultimate controlling party of the parent company.