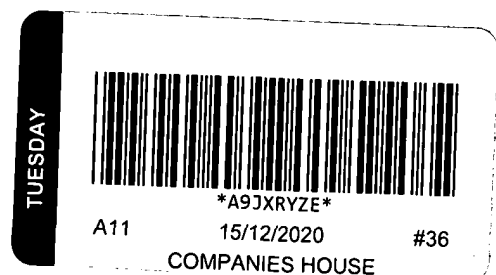


Company Registration No. 07028799 (England and Wales)

**BRUNTON GROUP LIMITED (FORMERLY SPACE  
GROUP (EUROPE) LIMITED)**

**REPORT AND FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED  
31 DECEMBER 2019**



# **BRUNTON GROUP LIMITED (FORMERLY SPACE GROUP (EUROPE) LIMITED)**

## **COMPANY INFORMATION**

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**Director** R J Charlton

**Secretary** N McGlew

**Company number** 07028799

**Registered office** Spaceworks  
Benton Road  
Newcastle upon Tyne  
Tyne & Wear  
NE7 7LX

**Auditor** RSM UK Audit LLP  
Chartered Accountants  
1 St James' Gate  
Newcastle upon Tyne  
NE1 4AD

**Bankers** Santander UK Plc  
6 South Administration Block  
Bridle Road  
Bootle  
Merseyside  
L30 4GB

National Westminster Bank plc  
16 Northumberland Street  
Newcastle upon Tyne  
NE1 7EL

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# **BRUNTON GROUP LIMITED (FORMERLY SPACE GROUP (EUROPE) LIMITED)**

## **STRATEGIC REPORT**

**FOR THE PERIOD ENDED 31 DECEMBER 2019**

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The director presents the strategic report for the period ended 31 December 2019.

### **Fair review of the business**

The company is an intermediary holding company that owns 100% of Space Group (Europe) Limited (formerly Space Architecture (Europe) Limited). The company receives dividends from its subsidiary and makes distributions to the parent company Brunton Holdings Limited.

For the year ended 31 December 2019, the loss after tax generated by the company's subsidiary was £125,190 (30 June 2019: £626,287) and the net assets at 31 December 2019 amounted to £4,112,068 (30 June 2019: £4,116,539).

### **Post balance sheet events**

On 1 January 2020 a group restructure was implemented and three new subsidiaries were incorporated, owned wholly by Space Group (Europe) Limited, formerly Space Architecture (Europe) Limited. These subsidiaries are Space Architects Limited, BIM Store Limited and BIM Technologies Limited and the relevant trades and assets of each were hived down on 1 January 2020.

Subsequent to the year end the UK and many other countries globally were impacted by the COVID-19 pandemic. The directors have considered the potential future impact of the COVID-19 pandemic on the cashflows and liquidity of the company, particularly in relation to the preparation of the company's financial statements on a going concern basis. Having considered the group's current and anticipated future trading activity as well as the company's financial position, the Directors have concluded that the company has adequate resources for the foreseeable future and that it is appropriate to adopt the going concern basis in preparing these financial statements.

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On behalf of the board



R J Charlton

Director

20-10-2020

# **BRUNTON GROUP LIMITED (FORMERLY SPACE GROUP (EUROPE) LIMITED)**

## **DIRECTOR'S REPORT**

**FOR THE PERIOD ENDED 31 DECEMBER 2019**

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The director presents his annual report and financial statements for the period ended 31 December 2019.

### **Principal activities**

The principal activity of the company continued to be that of a holding company.

The company has changed its name from Space Group (Europe) Limited to Brunton Group Limited as part of the group reorganisation.

### **Director**

The director who held office during the period and up to the date of signature of the financial statements was as follows:

R J Charlton

### **Results and dividends**

The results for the period are set out on page 6.

Ordinary dividends were paid amounting to £129,661 for the six month period to 31 December 2019 (Year ended 30 June 2019: £260,323). The director does not recommend payment of a further dividend.

### **Auditor**

The auditor, RSM UK Audit LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

### **Matters of strategic importance**

The company has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the company's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report. It has done so in respect of post balance sheet events.

### **Statement of disclosure to auditor**

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, each director has taken all the necessary steps that he ought to have taken as a director in order to make himself aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board



R J Charlton  
Director

Date: 20/10/2020

# **BRUNTON GROUP LIMITED (FORMERLY SPACE GROUP (EUROPE) LIMITED)**

## **DIRECTOR'S RESPONSIBILITIES STATEMENT FOR THE PERIOD ENDED 31 DECEMBER 2019**

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The director is responsible for preparing the Strategic Report and the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies and then apply them consistently;
- 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 director is 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. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BRUNTON GROUP LIMITED (FORMERLY SPACE GROUP (EUROPE) LIMITED)**

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### **Opinion**

We have audited the financial statements of Brunton Group Limited (formerly Space Group (Europe) Limited) (the 'company') for the period ended 31 December 2019 which comprise the statement of income and retained earnings, the statement of financial position and notes to the financial statements, 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 FRS 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 December 2019 and of its profit for the period 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 UK, including the FRC'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 director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the director has 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.

### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The director is responsible for the other information. 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.

### **Opinions 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 director's report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the director's report have been prepared in accordance with applicable legal requirements.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BRUNTON GROUP LIMITED (FORMERLY SPACE GROUP (EUROPE) LIMITED) (CONTINUED)

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### 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 and the director's report.

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

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

### Responsibilities of director

As explained more fully in the director's responsibilities statement set out on page 3, the director is 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 director determines 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 director is 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 director either intends to liquidate the company or to cease operations, or has 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, <http://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.

RSM UK Audit LLP

Rachel Fleming (Senior Statutory Auditor)  
For and on behalf of RSM UK Audit LLP, Statutory Auditor  
Chartered Accountants  
1 St. James' Gate  
Newcastle upon Tyne  
NE1 4AD

26/10/2020

**BRUNTON GROUP LIMITED (FORMERLY SPACE GROUP (EUROPE) LIMITED)**

**STATEMENT OF INCOME AND RETAINED EARNINGS  
FOR THE PERIOD ENDED 31 DECEMBER 2019**

		Period ended 31 Dec 2019 £	Year ended 30 June 2019 £
	Notes		
Interest receivable and similar income	2	129,661	260,323
<b>Profit before taxation</b>		<b>129,661</b>	<b>260,323</b>
Tax on profit	3	-	-
<b>Profit for the financial period</b>		<b>129,661</b>	<b>260,323</b>
Retained earnings brought forward		-	-
Dividends	4	(129,661)	(260,323)
<b>Retained earnings carried forward</b>		<b>-</b>	<b>-</b>



**BRUNTON GROUP LIMITED (FORMERLY SPACE GROUP (EUROPE) LIMITED)**
**STATEMENT OF FINANCIAL POSITION**
**AS AT 31 DECEMBER 2019**

	Notes	31 Dec 2019		30 June 2019	
		£	£	£	£
<b>Fixed assets</b>					
Investments	5		413,697		413,697
<b>Current assets</b>					
Debtors	7	3		3	
Creditors: amounts falling due within one year	8	(304,194)		(304,194)	
<b>Net current liabilities</b>			(304,191)		(304,191)
<b>Total assets less current liabilities</b>			109,506		109,506
<b>Capital and reserves</b>					
Called up share capital	9		73,004		73,004
Capital redemption reserve	10		36,502		36,502
<b>Total equity</b>			109,506		109,506

The financial statements were approved and signed by the director and authorised for issue on 20/12/2020


R J Charlton  
Director

# **BRUNTON GROUP LIMITED (FORMERLY SPACE GROUP (EUROPE) LIMITED)**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2019**

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### **1 Accounting policies**

#### **Company information**

Brunton Group Limited (formerly Space Group (Europe) Limited) (the 'company') is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is Spaceworks, Benton Road, Newcastle upon Tyne, Tyne & Wear, NE7 7LX.

The company's principal activities and nature of its operations are disclosed in the Director's Report.

#### **Accounting convention**

These financial statements have been prepared in accordance with FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ('FRS 102') and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

#### **Reduced disclosures**

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument.

#### **Consolidation**

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

The financial statements of the company are consolidated in the financial statements of Brunton Holdings Limited. These consolidated financial statements are available from its registered office, Spaceworks, Benton Park Road, Newcastle upon Tyne, NE7 7LX.

#### **Change in accounting policy**

The company has adopted the amendments to FRS 102 published in the Triennial Review 2017. This has resulted in no change in accounting policy and no change in the current or prior year figures presented in the financial statements.

#### **Going concern**

At the year end date, the company had net current liabilities of £304,191 (June 2019: £304,191). Notwithstanding the deficiency of assets, the directors have sought and received confirmation that the parent undertaking will continue to support the company and hence have prepared the financial statements on a going concern basis.

# **BRUNTON GROUP LIMITED (FORMERLY SPACE GROUP (EUROPE) LIMITED)**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2019**

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### **1 Accounting policies (Continued)**

#### **Reporting period**

The company changed its reporting period to 31 December 2019 due to a group reorganisation. These accounts represent a 6 month period and so the comparative amounts presented in the financial statements (including the related notes) are not entirely comparable to the previous 12 months ended 30 June 2019.

#### **Fixed asset investments**

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

#### **Financial instruments**

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally 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.

#### **Basic financial assets**

Basic financial assets, which include other debtors, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

#### **Classification of financial liabilities**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

#### **Basic financial liabilities**

Basic financial liabilities, including amounts owed to group undertakings, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

#### **Equity instruments**

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

# BRUNTON GROUP LIMITED (FORMERLY SPACE GROUP (EUROPE) LIMITED)

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2019

### 2 Interest receivable and similar income

	6 month period ended 31 Dec 2019 £	Year ended 30 June 2019 £
Income from fixed asset investments		
Income from shares in group undertakings	129,661	260,323

### 3 Taxation

The total tax charge for the period included in the income statement can be reconciled to the profit before tax multiplied by the standard rate of tax as follows:

	6 month period 31 Dec 2019 £	Year ended 30 June 2019 £
Profit before taxation	129,661	260,323
Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (30 June 2019: 19.00%)	24,636	49,461
Tax effect of income not taxable in determining taxable profit	(24,636)	(49,461)
Taxation charge for the period	-	-

### 4 Dividends

	6 month period ended 31 Dec 2019 £	Year ended 30 June 2019 £
Final paid	129,661	260,323

### 5 Fixed asset investments

	Notes	31 Dec 2019 £	30 June 2019 £
Investments in subsidiaries	6	413,697	413,697

# BRUNTON GROUP LIMITED (FORMERLY SPACE GROUP (EUROPE) LIMITED)

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2019

### 5 Fixed asset investments (Continued)

#### Movements in fixed asset investments

	Shares in group undertakings £
<b>Cost or valuation</b>	
At 1 July 2019 & 31 December 2019	413,697
<b>Carrying amount</b>	
At 31 December 2019	413,697
At 30 June 2019	413,697

### 6 Subsidiaries

Details of the company's subsidiaries at 31 December 2019 are as follows:

Name of undertaking	Registered office key	Nature of business	Class of shares held	% Held Direct Indirect	
Space Group (Europe) Limited	1	Design and technology business specialising in the built environment	Ordinary	100.00	-
Space Architects (Europe) Limited	1	Architectural Design Consultancy	Ordinary	-	100.00
Bimstore Limited	1	Online library for the distribution of digital construction products	Ordinary	-	100.00
Bim Technologies (Europe) Limited	1	Specialist digital consultancy services for the construction sector	Ordinary	-	100.00

Registered Office address:

1 Spaceworks, Benton Park Road, Benton, Newcastle upon Tyne, NE7 7LX

### 7 Debtors

	31 Dec 2019 £	30 June 2019 £
<b>Amounts falling due within one year:</b>		
Other debtors	3	3

# BRUNTON GROUP LIMITED (FORMERLY SPACE GROUP (EUROPE) LIMITED)

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2019

### 8 Creditors: amounts falling due within one year

	31 Dec 2019	30 June 2019
	£	£
Amounts owed to group undertakings	304,194	304,194

### 9 Share capital

	31 Dec 2019	30 June 2019
	£	£
Ordinary share capital Issued and fully paid 73,004 Ordinary shares of £1 each	73,004	73,004
	73,004	73,004

The company's Ordinary shares have attached to them full voting and dividend rights. They also have the right to return of capital and to share in surplus capital on winding up or other repayments of capital.

### 10 Reserves

#### Capital redemption reserve

The nominal value of shares repurchased and still held at the year end.

### 11 Ultimate controlling party

Brunton Holdings Limited is immediate and ultimate parent, and is the largest and smallest company for which consolidated accounts including Brunton Group Limited are prepared. The consolidated accounts of Brunton Holdings Limited are available from Spaceworks, Benton Park Road, Newcastle upon Tyne, NE7 7LX.

The ultimate controlling party is R J Charlton by virtue of his majority shareholding in Brunton Holdings Limited.

### 12 Events after the reporting date

On 1 January 2020 a group restructure was implemented and three new subsidiaries were incorporated, owned wholly by Space Group (Europe) Limited, formerly Space Architecture (Europe) Limited. These subsidiaries are Space Architects Limited, BIM Store Limited and BIM Technologies Limited and the relevant trades and assets of each were hived down on 1 January 2020.

Subsequent to the year end the UK and many other countries globally were impacted by the COVID-19 pandemic. The director has considered the potential future impact of the COVID-19 pandemic on the cashflows and liquidity of the company, particularly in relation to the preparation of the company's financial statements on a going concern basis. Having considered the group's current and anticipated future trading activity as well as the company's financial position, the Directors have concluded that the company has adequate resources for the foreseeable future and that it is appropriate to adopt the going concern basis in preparing these financial statements.