

Company Registration No. 08486509 (England & Wales)

Parent company consolidated financial statements

Copy for

Addison Lee Financing Limited 8486652

Page 29 sets out details confirming that Addison Lee Financing Limited is exempt from audit under section 479A of Companies Act.

**ADDISON LEE HOLDINGS LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 AUGUST 2018**

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# **ADDISON LEE HOLDINGS LIMITED**

## **COMPANY INFORMATION**

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**Directors**

A K Boland  
A R Burgess  
D Foster  
L Griffin  
S Mercer  
C J Tenwick  
S Gordon (appointed 19 June 2018)

**Secretary** L Gage

**Company number** 08486509

**Registered office** The Point,  
37 North Wharf Road,  
London  
W2 1AF

**Auditor** Ernst & Young LLP  
1 More London Place  
London  
SE1 2AF

**Bankers** ING Bank N.V.  
P.O. Box 1800  
Amsterdam  
Netherlands  
1000 BV

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# **ADDISON LEE HOLDINGS LIMITED**

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# **ADDISON LEE HOLDINGS LIMITED**

## **STRATEGIC REPORT**

**FOR THE YEAR ENDED 31 AUGUST 2018**

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The directors present their strategic report on the Addison Lee Holdings Limited group of companies ("the Group") for the year ended 31 August 2018.

### **Principal Activities**

During the year under review, the Group was engaged principally in ground transportation activities initiated in the United Kingdom ("UK") and the United States of America ("US"), including the provision of the following services:

- private-hire and managed vehicles;
- executive cars and chauffeuring;
- airport transfers;
- coaches hire;
- transportation for events;
- deliveries and courier; and
- ownership and rental to third parties of motor vehicles

### **Review of the Business**

The directors are satisfied with the results for the year. The business has seen significant revenue growth whilst continuing to integrate the acquired businesses and complete major business transformation projects.

The Group completed the acquisition of Transportation Technology Services Inc. ("Tandem") on 1 September 2017. Tandem's principal activity is software development relating to the US booking and allocation platform.

The Group undertook a significant programme of integration and restructuring which included:

- continuation of the integration programme to bring together the operations of Addison Lee with Tristar and Flyte Tyme in the UK and US respectively
- conclusion of the reorganisation of the property portfolio, including the completion of a new facility in Peterborough (customer experience centre) and the preparation for the move to a new Head Office in West London (completed in December 2018)
- completion of the rebranding of the Addison Lee brand in the UK and US
- significant restructuring activities to position the Group for the new challenges involved with being an international group and operating at scale, including structural costs associated with setting up new contracts, building global capabilities and related sales functionality and structures as well as a host of business change projects
- commencement of a programme to realign insurance structures to eliminate onerous contract costs

These activities resulted in additional costs which have been classified as exceptional items.

The acquisitions of Tristar (June 2016), Flyte Tyme (December 2016) and Tandem (September 2017) have allowed the Group to diversify its business both geographically and by increasing the range of services on offer. The integration programmes are substantially complete, and in the current year, the Group derived 27% of its revenues in the US. After significant change and new competition in the London market, the Addison Lee business in London has returned to sustained growth. The operational financial position of the Group is robust with revenue and gross profit growth, stable gross profit margins and strong net cash flows from operating activities.

# ADDISON LEE HOLDINGS LIMITED

## STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 AUGUST 2018

### Basis of Preparation of Financial Statements

The Group has presented its consolidated financial statements under IFRS as endorsed by the EU.

In the prior year the Group elected to early adopt IFRS 16 *Leases* and IFRS 15 *Revenue from Contracts with Customers*. The adoption of IFRS 15 resulted in a change in the recognition of revenue from non-account business with the company being deemed to be the principal rather than agent for accounting purposes.

### Results

The directors consider that the Group's key financial performance indicators to be those that communicate the financial performance and strength of the Group as a whole, as follows (see note 3 for more details of alternative performance measures):

|                          | 2018<br>£'000   | 2017<br>£'000   | Increase/<br>(decrease)<br>year on<br>year |
|--------------------------|-----------------|-----------------|--|
| Revenue                  | 390,325         | 345,767         | 13%  |
| Gross profit             | 109,280         | 100,934         | 8%   |
| Gross profit margin      | 28.0%           | 29.2%           | (1.2%)                                     |
| Adjusted EBITDA (note 8) | 53,256          | 57,803          | (8%)                                       |
| Loss before taxation     | <u>(38,861)</u> | <u>(20,832)</u> | 87%  |

Revenue growth for the year ended 31 August 2018 was 13% and was the combination of:

- Underlying revenue growth across the UK businesses of 5%, contributing 3% to the growth in Group revenues in the year; and
- Revenue growth across the US business of 55%, contributing 10% to growth in Group revenues in the year.

Revenue growth across the US businesses in the year has been supplemented by the following:

- The annualised effect of the acquisition of Flyte Tyme in December 2016; and
- The acquisition of Tandem in September 2017, which contributed £0.8m to Group revenues for the year

Notwithstanding the positive impact to revenues in the year arising from acquisitions, the US businesses reported underlying growth in revenues over the financial year ended 31 August 2018.

Across the Group, the business also reported growth across both its account (typically business customers) and non-account (typically direct to consumer business) in the year of 12% and 21% respectively.

The Group reported a gross profit increase in the year of 8% on revenue growth of 13%. Gross profit margin percentage for the financial year ended 31 August 2018 was 28% compared to 29% in the prior year. The primary contributors to this nominal reduction in gross margins were:

- The relative growth in non-account revenues versus account revenues –for non-account revenues gross margins reflect booking fees from drivers but revenue recognised reflects the full value of the service; and
- The relative contribution to revenues and gross profits of the US business, where the business is investing in service capability to drive revenue growth opportunities

# **ADDISON LEE HOLDINGS LIMITED**

## **STRATEGIC REPORT (CONTINUED)**

### **FOR THE YEAR ENDED 31 AUGUST 2018**

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Adjusted EBITDA of £53.3m compares to £57.8m in the prior year, a reduction of 8% in the year relative to growth in gross profit of 8% from £100.9m in the prior year to £109.3m for the current year.

Overhead costs applied in arriving at Adjusted EBITDA have increased from £42.9m in the prior year to £55.5m for the year ended 31 August 2018. The Group has invested a significant amount in the development of infrastructure and resource to deliver on the growth strategy for the business overall, but in particular to support customer acquisition in the US.

Page 1 of this Annual Report and Financial Statements provides a commentary on the significant programme of integration and restructuring designed to progress the integration of acquired business and invest in areas of business transformation to support the strategic growth objectives of the Group.

In addition to the investment in overhead expenditure described above, these efforts gave rise to:

- Exceptional costs in the year of £18.0m (prior year: £18.6m); and
- Capital expenditure over and above depreciation – the net book value of tangible fixed assets increased by £15.7m in the year from £61.1m to £76.8m (prior year: £7.5m from £53.6m to £61.1m)

Net funding costs in the year increased from £27.9m in the prior year to £34.0m for the current year. Excluding the impact of exchange gains and losses, net finance costs increased from £28.4m to £33.2m. This increase arises from increased cost of funding (linked to prevailing interest rate environment) and an increase in net funding to finance the above.

The additional investment in overheads, combined with exceptional costs arising from continued restructuring and transformation activities within the Group and an increase in net funding costs in the year have contributed to the increase in reported losses before taxation of £38.7m versus £20.8m in the prior year.

#### **Events After the Balance Sheet Date**

Details of events occurring after the balance sheet date are provided in the Directors' report on page 6.

#### **Principal Risks and Uncertainties**

##### **Business risks**

###### *Competitive environment*

The ground transportation market is highly competitive. There is a risk that a changing industry and advances in technologies means that competitors with different business models may arise. The Group continues to invest in customer experience and technology innovations and considers them as key drivers for growth.

###### *Legislative risks*

The majority of the drivers engaged by the Group in the UK are self-employed. Actions have been brought against the Group by a small number of drivers and couriers and also against other groups using similar operating models, claiming worker status for self-employed drivers. Addison Lee is appealing against the court decisions made against it and continues to monitor the progress of all these cases, studies by other parties, such as the Taylor Report issued in July 2017, and initiatives taken by the Government.

###### *Regulatory risks*

Addison Lee is subject to industry and environmental regulation in the cities and countries in which it operates. In particular, changes in the London market to the exemption of private hire vehicles from the Congestion Charge and the introduction of the Toxicity Charge in 2019 require ongoing mitigation through changes to customer and passenger contracts along with fleet composition as well as other mitigating actions.

# **ADDISON LEE HOLDINGS LIMITED**

## **STRATEGIC REPORT (CONTINUED)**

**FOR THE YEAR ENDED 31 AUGUST 2018**

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### **Financial risks**

#### *Funding and liquidity risk*

The Group's operations are financed by a combination of retained profits, loan notes, lease arrangements, and bank borrowings. Borrowings are generally raised at the Group level and lent to subsidiaries. The Group maintains sufficient committed borrowing facilities to meet its forecasted funding requirements.

#### *Interest rate risk*

Interest rate exposure arising from the Group's borrowing and deposit activity is managed by using a combination of fixed and variable rate debt instruments, and interest rate swaps.

#### *Foreign exchange risks*

Addison Lee operates directly through its subsidiaries in the UK, the US and Hong Kong. It also operates indirectly through its global network of affiliates. Transactions with customers are principally denominated in the functional currency with the result that local entities are not exposed to significant foreign exchange transaction risk.

Following the acquisition of the Tristar and Flyte Tyme groups of companies in prior years, and Tandem in the current period, the Group's principal foreign exchange exposure is in the translation of net investments in its subsidiaries and the translation of the results from the functional currency to reporting currency. Currency exposures arising from strategic transactions such as acquisitions or loans to subsidiaries are reviewed on a case by case basis.


#### *Credit risk*

As a standard policy, all customers who wish to trade on credit terms are subject to credit verification procedures. Trade receivables and amounts owed by drivers are reviewed on a regular basis. Credit terms are also reviewed and adjusted to manage credit related risks.

#### *Brexit*

The uncertainty surrounding Brexit could lead to a downturn in the UK economy and to a sustained reduction in the value of sterling. At this stage, the Group continues to monitor political activities around Brexit and will evaluate its responses and subsequent actions as and when there is more clarity.

On behalf of the board



S. Gordon  
Director

Date. 28/3/19

# **ADDISON LEE HOLDINGS LIMITED**

## **DIRECTORS' REPORT**

**FOR THE YEAR ENDED 31 AUGUST 2018**

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

### **Directors**

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

A K Boland  
A R Burgess  
D Foster  
L Griffin  
S Mercer  
C J Tenwick  
A Stirling (resigned 11 September 2017)  
D G Stickland (resigned 19 June 2018)  
S Gordon (appointed 19 June 2018)

### **Results and Dividends**

The results for the year are set out on page 12.

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

### **Financial Instruments**

The Group holds financial instruments relating to its funding needs that comprise loan notes, and bank borrowings. Other financial assets and liabilities, such as trade receivables, trade payables and lease liabilities arise directly from the Group's operations, including from acquisition of vehicles. The Group monitors value and performance of certain debt instruments held by Addison Lee Insurance Limited and The Addison Lee Purpose Trust on a fair value basis. The Group has from time to time entered into derivative transactions to manage interest rate risk exposure.

### **Research and Development**

Research and development activities continues to be undertaken in relation to booking, allocation, customer management and communications systems in order to improve and enhance both the customer experience and delivery of services. Research costs included in the consolidated income statement are £nil (2017: £nil).



# **ADDISON LEE HOLDINGS LIMITED**

## **DIRECTORS' REPORT (CONTINUED)**

**FOR THE YEAR ENDED 31 AUGUST 2018**

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### **Disabled Persons**

The Group's policy is not to discriminate on grounds of disability and disabled workers are considered for those vacancies that they are able to fill. All necessary assistance with initial training courses is given. Once employed, a career plan is developed so as to ensure suitable opportunities for each disabled person. Arrangements are made, wherever possible, for retraining employees who become disabled, to enable them to perform work identified as appropriate to their aptitudes and abilities.

### **Employee Involvement**

The Group's policy is to consult and discuss with employees on matters likely to affect employees' interests. Information of matters of concern to employees is given through information bulletins and reports which seek to achieve a common awareness on the part of all employees of the financial and economic factors affecting the Group's performance.

### **Events after the Balance Sheet Date**

On 29 November 2018, with the consent of ING Bank N.V. acting on behalf of the Group's lenders, the termination date in respect of the Acquisition / Capex facility of £15.0m and the Revolving Facility of £15.0m falling due on 19 April 2019 was extended to 19 April 2020. Both of these facilities were fully drawn down at 31 August 2018. On 11 February 2019, the lenders consented to extend the termination date in respect of Term Loan A of £4.9m which was falling due on 19 April 2019 to 19 April 2020. Details of the Group's borrowings are provided in note 20 (g).

On 15 February 2019 the investment property of Addison Lee Coaches, classified as held for sale in Note 15, was sold for a consideration of £4.4m.

Since September 2018, the Group received loans of £30.5m from related parties to fund working capital requirements.

### **Future Developments**

The Group will continue to focus on growth in its current markets by continuing to strengthen the quality of its service offerings and by improving the overall customer experience. The Group aims to provide customers with facilities to book managed-car services for more international locations around the world.

### **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 auditor of the Company and Group is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the auditor of the Company and Group is aware of that information. Words and phrases used in this confirmation should be interpreted in accordance with section 418 of the Companies Act 2006.

In accordance with section 485 of the Companies Act 2006, a resolution is to be proposed at the Annual General Meeting to reappoint Ernst & Young LLP as auditor of the Company.

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## **ADDISON LEE HOLDINGS LIMITED**

### **DIRECTORS' REPORT (CONTINUED)**


**FOR THE YEAR ENDED 31 AUGUST 2018**

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#### **Going Concern**

The directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. The Group's operations are financed by a combination of retained profits, preference shares, loan notes, lease and hire purchase agreements, and bank borrowings. The Group reports under its banking covenants quarterly; these covenants are based on interest cover and net debt cover. The Group has prepared detailed cashflow forecasts which show that it has significant headroom within, and remains compliant with, the covenants set out in its borrowing agreements for a period of at least 12 months from the date of signing the financial statements, and will be able to meet its forecast commitments over that period. On this basis, the directors believe that it is appropriate to prepare the accounts on a going concern basis.

On behalf of the board



**S Gordon**  
Director

Date: 28/3/19

# **ADDISON LEE HOLDINGS LIMITED**

## **DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 AUGUST 2018**

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The directors are responsible for preparing the strategic report, 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 prepared the Group financial statements (consolidated financial statements) in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and have elected to prepare the Company financial statements in accordance with United Kingdom Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 the 'Reduced Disclosure Framework'. 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 Group and of the profit or loss of the Group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently; and
- make judgements and accounting estimates that are reasonable and prudent; and
- for the Group's financial statements, state whether applicable IFRS as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements; and
- for the Company's financial statements, state whether applicable UK Accounting Standards, including FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group 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 the Group and 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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## **INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

### **TO THE MEMBERS OF ADDISON LEE HOLDINGS LIMITED**

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#### **Opinion**

We have audited the financial statements of Addison Lee Holdings Limited ('the parent company') and its subsidiaries (the 'group') for the year ended 31 August 2018 which comprise the Group Consolidated Income Statement, the Group and Parent company Balance Sheet, Group statement of cash flows, the Group statement of comprehensive income, the Group and Parent company statement of changes in equity and the related notes 1 to 33, including a summary of significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the group's and of the parent company's affairs as at 31 August 2018 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance in with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements 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 below. We are independent of the group and parent 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 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 group's or the parent 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.

## **INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

### **TO THE MEMBERS OF ADDISON LEE HOLDINGS LIMITED**

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#### **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 directors are 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 this 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 the 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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and 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 group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

#### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement set out on page 8, 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 group's and the parent 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 group or the parent company or to cease operations, or have no realistic alternative but to do so.

## **INDEPENDENT AUDITOR'S REPORT (CONTINUED)**

### **TO THE MEMBERS OF ADDISON LEE HOLDINGS**

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#### **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 <https://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.

*Ernst & Young LLP*

**Philip Young (Senior statutory auditor)**

for and on behalf of Ernst & Young LLP, Statutory Auditor  
London, United Kingdom

*28 March 2019*

# ADDISON LEE HOLDINGS LIMITED

## CONSOLIDATED INCOME STATEMENT FOR THE YEAR ENDED 31 AUGUST 2018

|                              | Notes | 2018<br>£'000 | 2017<br>£'000 |
|------------------------------|-------|---------------|---------------|
| Revenue                      | 5     | 390,325       | 345,767       |
| Cost of sales                |       | (281,045)     | (244,833)     |
| Gross profit                 |       | 109,280       | 100,934       |
| Other operating income       | 11(a) | 1,216         | 2,163         |
| Distribution costs           |       | (16,336)      | (15,297)      |
| Administrative expenses      |       | (81,026)      | (61,509)      |
| Other operating expenses     | 11(b) | -             | (950)         |
| Share of profit of associate | 18    | 191           | 341           |
| Exceptional items            | 7     | (17,990)      | (18,639)      |
| Operating (loss)/profit      |       | (4,665)       | 7,043         |
| Finance income               | 12(a) | 69            | 910           |
| Finance expenses             | 12(b) | (34,265)      | (28,785)      |
| Net finance costs            |       | (34,196)      | (27,875)      |
| Loss before taxation         |       | (38,861)      | (20,832)      |
| Tax credit                   | 13    | 2,113         | 1,639         |
| Loss for the year            |       | (36,748)      | (19,193)      |

All operations for the financial year are continuing. Loss for the year is attributable to the equity holders of the parent company.

## **ADDISON LEE HOLDINGS LIMITED**

### **CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 AUGUST 2018**

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|  | <b>2018<br/>£'000</b>  | <b>2017<br/>£'000</b>  |
|--|------------------------|------------------------|
| <b>Loss for the year</b>   | <b>(36,748)</b>        | <b>(19,193)</b>        |
| <b>Other comprehensive income:</b>   |                        |                        |
| <i>Other comprehensive income to be reclassified to profit or loss in subsequent periods (net of tax):</i> |                        |                        |
| Exchange differences on translation of foreign operations  | (295)                  | (1,120)                |
| <b>Total comprehensive loss for the year, net of tax</b>   | <b><u>(37,043)</u></b> | <b><u>(20,313)</u></b> |

All operations for the financial year are continuing. Total comprehensive loss for the year, net of tax, is attributable to the equity holders of the parent company.



# ADDISON LEE HOLDINGS LIMITED

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 AUGUST 2018

|                                       | Notes  | 2018<br>£'000    | 2017<br>£'000    |
|---------------------------------------|--------|------------------|------------------|
| <b>Assets:</b>                        |        |                  |                  |
| <b>Non-current assets</b>             |        |                  |                  |
| Property, plant and equipment         | 14     | 76,822           | 61,064           |
| Intangible assets                     | 16     | 310,756          | 296,673          |
| Investment in associate               | 18     | 715              | 644              |
| Financial assets                      | 20 (a) | 2,031            | 4,061            |
| Deferred tax assets                   | 25     | 2,524            | 2,083            |
|                                       |        | <b>392,848</b>   | <b>364,525</b>   |
| <b>Current assets</b>                 |        |                  |                  |
| Inventories                           | 19     | 194              | 169              |
| Trade and other receivables           | 20 (d) | 45,355           | 40,443           |
| Financial assets                      | 20     | 9,444            | 8,073            |
| Income tax receivable                 |        | 648              | 2,312            |
| Cash and cash equivalents             | 20 (c) | 8,165            | 32,309           |
|                                       |        | <b>63,806</b>    | <b>83,306</b>    |
| Non-current assets held for disposal  | 15     | 2,550            | 2,500            |
| <b>Total assets</b>                   |        | <b>459,204</b>   | <b>450,331</b>   |
| <b>Liabilities:</b>                   |        |                  |                  |
| <b>Current liabilities</b>            |        |                  |                  |
| Trade and other payables              | 20 (f) | (51,880)         | (37,076)         |
| Interest-bearing loans and borrowings | 20 (g) | (89,671)         | (61,861)         |
| Derivative financial instruments      | 20 (e) | -                | (1,166)          |
| Income tax payable                    |        | (109)            | (352)            |
| Other liabilities                     | 21     | (21,812)         | (4,781)          |
|                                       |        | <b>(163,472)</b> | <b>(105,236)</b> |
| <b>Non-current liabilities</b>        |        |                  |                  |
| Interest-bearing loans and borrowings | 20 (g) | (305,616)        | (343,644)        |
| Provisions                            | 23     | (9,859)          | (9,540)          |
| Other liabilities                     | 21     | (34,281)         | (10,275)         |
| Deferred tax liabilities              | 25     | (688)            | -                |
|                                       |        | <b>(350,444)</b> | <b>(363,459)</b> |
| <b>Total liabilities</b>              |        | <b>(513,916)</b> | <b>(468,695)</b> |
| <b>Net liabilities</b>                |        | <b>(54,712)</b>  | <b>(18,364)</b>  |

# ADDISON LEE HOLDINGS LIMITED

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

AS AT 31 AUGUST 2018

|                                      | Notes | 2018<br>£'000   | 2017<br>£'000   |
|--------------------------------------|-------|-----------------|-----------------|
| <b>Equity</b>                        |       |                 |                 |
| Share capital                        | 26    | 82              | 82              |
| Treasury shares                      | 27    | (422)           | (416)           |
| Share premium                        |       | 4,908           | 4,908           |
| Foreign currency translation reserve |       | (1,128)         | (833)           |
| Other reserves                       |       | 701             | -               |
| Retained losses                      |       | (58,853)        | (22,105)        |
| <b>Total shareholders' deficit</b>   |       | <b>(54,712)</b> | <b>(18,364)</b> |

The financial statements were approved by the board of directors on 28/3/19 and were signed on its behalf by:

  
S. Gordon  
Director

# ADDISON LEE HOLDINGS LIMITED

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 AUGUST 2018

|                                       | Issued<br>share<br>capital | Treasury<br>shares | Share<br>premium | Retained<br>earnings | Other<br>reserves | Foreign<br>currency<br>translati<br>on<br>reserve | Total           |
|---------------------------------------|----------------------------|--------------------|------------------|----------------------|-------------------|---|-----------------|
|                                       | £'000                      | £'000              | £'000            | £'000                | £'000             | £'000   | £'000           |
| <b>At 1 September 2016</b>            | <b>50</b>                  | <b>-</b>           | <b>4,908</b>     | <b>(2,912)</b>       | <b>-</b>          | <b>287</b>  | <b>2,333</b>    |
| Loss for the year                     | -                          | -                  | -                | (19,193)             | -                 | -   | (19,193)        |
| Foreign exchange translation          | -                          | -                  | -                | -                    | -                 | (1,120)   | (1,120)         |
| Total comprehensive loss for the year | -                          | -                  | -                | (19,193)             | -                 | (1,120)   | (20,313)        |
| Issue of share capital                | 32                         | -                  | -                | -                    | -                 | -   | 32              |
| Treasury shares acquired              | -                          | (416)              | -                | -                    | -                 | -   | (416)           |
| <b>At 31 August 2017</b>              | <b>82</b>                  | <b>(416)</b>       | <b>4,908</b>     | <b>(22,105)</b>      | <b>-</b>          | <b>(833)</b>                                      | <b>(18,364)</b> |
| Loss for the year                     | -                          | -                  | -                | (36,748)             | -                 | -   | (36,748)        |
| Foreign exchange translation          | -                          | -                  | -                | -                    | -                 | (295)   | (295)           |
| Total comprehensive loss for the year | -                          | -                  | -                | (36,748)             | -                 | (295)   | (37,043)        |
| Preference share capital reduction    |                            |                    |                  |                      | 701               |   | 701             |
| Treasury shares acquired              | -                          | (6)                | -                | -                    | -                 | -   | (6)             |
| <b>At 31 August 2018</b>              | <b>82</b>                  | <b>(422)</b>       | <b>4,908</b>     | <b>(58,853)</b>      | <b>701</b>        | <b>(1,128)</b>                                    | <b>(54,712)</b> |

During the year the nominal value of each of the 70,129,142 preference shares was reduced from £0.01 to £0 00001 each resulting in a credit to other reserves of £700,590.

# ADDISON LEE HOLDINGS LIMITED

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 AUGUST 2018

|   | Notes | 2018<br>£'000   | 2017<br>£'000   |
|---|-------|-----------------|-----------------|
| Cash generated from operations                              | 31    | 33,243          | 39,866          |
| Interest received   |       | 69              | 1,060           |
| Interest paid   |       | (11,356)        | (12,762)        |
| Income taxes received/(paid)                                |       | 1,224           | (3,553)         |
| <b>Net cash flows from operating activities</b>             |       | <b>23,180</b>   | <b>24,611</b>   |
| <b>Investing activities</b>                                 |       |                 |                 |
| Purchase of intangible assets                               |       | (18,994)        | (8,260)         |
| Purchase of property, plant and equipment                   |       | (66,313)        | (26,889)        |
| Proceeds from sale of property, plant and equipment         |       | 24,968          | 5,434           |
| Acquisition of a subsidiary, net of cash acquired           | 33    | (4,277)         | (4,333)         |
| Dividends received from associates                          | 18    | 120             | 90              |
| Acquisition of financial instruments                        |       | (234)           | (331)           |
| <b>Net cash flows used in investing activities</b>          |       | <b>(64,730)</b> | <b>(34,289)</b> |
| <b>Financing activities</b>                                 |       |                 |                 |
| Proceeds from borrowings                                    |       | 3,537           | 37,901          |
| Repayment of borrowings                                     |       | -               | (19,472)        |
| Proceeds from borrowings – leases                           |       | 48,928          | 19,796          |
| Payment of lease liabilities                                |       | (37,351)        | (18,449)        |
| Proceeds from issuance of ordinary shares                   |       | -               | 32              |
| Purchase of treasury shares                                 |       | (6)             | (416)           |
| <b>Net cash flows from financing activities</b>             |       | <b>15,108</b>   | <b>19,392</b>   |
| <b>Net (decrease)/increase in cash and cash equivalents</b> |       | <b>(26,442)</b> | <b>9,714</b>    |
| Effect of exchange rate changes                             |       | (243)           | (141)           |
| Cash and cash equivalents at beginning of year              |       | 32,309          | 22,736          |
| <b>Cash and cash equivalents at end of year</b>             |       | <b>5,624</b>    | <b>32,309</b>   |

Cash and cash equivalents of £5.6m is net of overdraft of £2.5m.

# **ADDISON LEE HOLDINGS LIMITED**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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### **1. Corporate information**

The consolidated financial statements of Addison Lee Holdings Limited and its subsidiaries (collectively, "the Group") for the year ended 31 August 2018 were authorised for issue by the Board of Directors on \_\_\_\_\_. Addison Lee Holdings Limited ("the Company" or "the parent") is a limited company incorporated in England and Wales. The registered office is located at The Point, 37 North Wharf Road, London W2 1AF.

The Group is principally engaged in the provision of ground transportation activities including private-hire and managed vehicles, executive cars and chauffeuring services, airport transfers, coaches hire, transportation for events and deliveries and courier services, and the ownership and rental to third parties of motor vehicles.

The list of subsidiaries held within the Group structure is provided in note 17. Information on other related party relationships of the Group is provided in note 29.

### **2. Significant accounting policies**

#### **a) Basis of preparation**

The consolidated financial statements have been prepared in accordance with the Companies Act 2006 as applicable to companies using International Financial Reporting Standards (IFRS), Article 4 of the IAS Regulation and International Accounting Standards (IAS) and IFRS and related interpretations as issued by the IFRS Interpretations Committee, as adopted by the European Union.

The Group has elected to adopt IFRS 15 *Revenue from Contracts with Customers* and IFRS 16 *Leases* early – refer to note 2(y).

The consolidated financial statements have been prepared on a historical cost basis, except for investment properties and certain financial instruments measured at fair value. The principal accounting policies adopted are set out below. These policies have been consistently applied except where noted.

The consolidated financial statements are presented in British Pound Sterling and all values are rounded to the nearest thousand pound (£'000), except when otherwise indicated.

The preparation of the consolidated financial statements in conformity with IFRS requires the use of certain significant accounting judgements, estimates and assumptions. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement and complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.

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## **ADDISON LEE HOLDINGS LIMITED**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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#### **2. Significant accounting policies (continued)**

##### **b) Basis of consolidation**

The Group's annual consolidated financial statements comprise the financial statements of Addison Lee Holdings Limited and its subsidiaries presented as a single economic entity. The results of the subsidiaries are prepared for the same reporting year as the Company, using consistent accounting policies across the Group

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- contractual arrangements with the other vote holders of the investee;
- rights arising from other contractual arrangements; and
- the Group's voting rights and potential voting rights.

The Group reassesses whether or not it controls an entity if facts and circumstances indicated that there are changes to one or more of the three elements of control above. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Where there is a loss of control of a subsidiary, the Group derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between group members are eliminated on consolidation. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

##### **c) Going concern**

The directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. The Group's operations are financed by a combination of retained profits, loan notes, lease and hire purchase agreements, and bank borrowings. The Group reports under its banking covenants quarterly; these covenants are based on interest cover and net debt cover. The Group has prepared detailed forecasts of the Group's cash flows which show that the Group has significant headroom within, and remains compliant with the covenants set out in its borrowing agreements for a period of at least 12 months from the date of signing the financial statements, and will be able to meet its forecast commitments over that period. On this basis, the directors believe that it is appropriate to prepare the accounts on a going concern basis.

# **ADDISON LEE HOLDINGS LIMITED**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 AUGUST 2018**

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### **2. Significant accounting policies (continued)**

#### **d) Business combinations**

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Group. On the acquisition of a subsidiary, fair values reflecting conditions at the date of acquisition are attributed to the identifiable separable assets, liabilities and contingent liabilities acquired. Where the total consideration is different to the fair value of the identifiable separable assets, liabilities and contingent liabilities acquired, the difference is treated as purchase goodwill and capitalised, or a bargain purchase gain and recognised in the income statement. Contingent payments are remeasured at fair value through the income statement. All transaction costs are recognised in the income statement as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

If a business combination is achieved in stages, the previously held equity interest in the acquiree is remeasured to the acquisition date fair value and any resulting gain or loss is recognised in the income statement.

#### **e) Revenue recognition**

Revenue from contracts with customers is recognised consistent with the transfer of promised services to customers in an amount that reflects the consideration to which the Group expects to be entitled in exchange for those services.

Revenue from providing services is recognised in the accounting period in which the services are rendered. For fixed-price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided. This is determined based on an allocation of the transaction price to each performance obligation.

The transaction price is measured at the fair value of the consideration received or receivable, excluding sales taxes.

The Group operates two different business arrangements for its "Accounts" and "Non-accounts" business. The Group is deemed to be the principal for accounting purposes under both arrangements, as explained below:

## **ADDISON LEE HOLDINGS LIMITED**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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#### **2. Significant Accounting policies (continued)**

##### **e) Revenue recognition (continued)**

###### ***Account***

Revenue from "Account" business arises from customers who are registered, and hold an account with one of the Group companies. The Group establishes prices and contracts directly with these customers to provide services including private-hire and courier deliveries. The responsibility for delivering on the performance obligations ultimately remains with the Group.

The Group has concluded that it is the principal in all of its revenue from this arrangement since it is the primary obligor in all these arrangements. Revenue is recognised when the service has been provided.

###### ***Non-account***

Non-account revenues relate to bookings by individuals or businesses who do not hold an account with one of the Group companies. Under this arrangement the individuals or businesses contract directly with a private-hire or courier driver, and the Group receives a booking fee from drivers in return for allocating the job.

Under IFRS 15 *Revenue from Contracts with Customers*, the Group has concluded that, for accounting purposes, it is the principal in all of its revenues from the non-account arrangement and has recognised the full value of the service rather than the booking fee. Revenue is recognised when the service has been provided

###### **Other revenue streams**

Revenue from the rental of vehicles to drivers and associated motor reimbursement services, advertising services and other ancillary and related services is recognised on a time apportioned basis.

###### **Insurance premium income**

Under the annual basis of accounting, premium written comprises the premiums due on contracts entered into during a financial year, regardless of whether such amounts may relate in whole or in part to a later financial year, exclusive of taxes levied on premiums.

##### **f) Finance income and expenses**

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate. The effective interest rate is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset.

Interest income and expense are included in finance income in the income statement.



# **ADDISON LEE HOLDINGS LIMITED**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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### **2. Significant Accounting policies (continued)**

#### **g) Exceptional items**

The directors consider transactions to be disclosed as exceptional items if individually or, if of a similar type, in aggregate, are one-off and non-recurring in nature or they are of sufficient size that failure to separately disclose their impact would misrepresent the underlying trading performance of the Group. The exceptional items are presented in the consolidated income statement in accordance as to whether the related exceptional item was part of the ordinary operating activities of the Group.

#### **h) Income tax**

##### **Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

##### **Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

## **ADDISON LEE HOLDINGS LIMITED**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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#### **2. Significant accounting policies (continued)**

##### **i) Property, plant and equipment**

Property, plant and equipment are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

|                                  |                                      |
|----------------------------------|--------------------------------------|
| Leasehold land and buildings     | Over the unexpired term of the lease |
| Fixtures, fittings and equipment | Up to 3 years                        |
| Motor vehicles                   | Up to 4 years                        |
| Coaches                          | Up to 10 years                       |
| Right-of-use lease assets        | Over the lease term                  |

##### **j) Investment properties**

Investment properties are properties held to earn rental income and for capital appreciation. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. Fair value is determined annually by independent valuers taking into account market conditions at the reporting date.

Gains or losses arising from changes in the fair values of investment properties are included in the income statement in the period in which they arise, together with the corresponding tax effect.

##### **k) Goodwill**

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit (CGU) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

Goodwill is assigned an indefinite useful economic life. Impairment reviews are performed annually, or more frequently if events or changes in circumstances indicate that the carrying value may not be recoverable. Impairment losses recognised on goodwill are not reversed in subsequent periods.

# **ADDISON LEE HOLDINGS LIMITED**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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### **2. Significant accounting policies (continued)**

#### **1) Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs and intellectual property, are not capitalised and the related expenditure is reflected in the income statement in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the income statement in the expense category that is consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or within a cash-generating unit. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Research costs are expensed as incurred. Software and IT development expenditures incurred on an individual project are capitalised as an intangible asset when the group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the asset and the ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when the asset is available for use by the business. It is amortised over the period of expected future benefit. During the period of development, the asset is tested for impairment annually.

Where computer software is not an integral part of a related item of computer hardware, the software is recognised as an intangible asset. Computer software is capitalised on the basis of the costs incurred to acquire and bring to use the specific software as intended by management.

The intangibles held by the Group and the useful lives over which they are amortised are as follows:

|                             |                                    |
|-----------------------------|------------------------------------|
| Software and IT development | Straight line basis, up to 3 years |
| Patents                     | Straight line basis over 5 years   |
| Brands                      | Indefinite life (not amortised)    |
| Customer relationships      | Straight line basis over 12 years  |

# **ADDISON LEE HOLDINGS LIMITED**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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### **2. Significant accounting policies (continued)**

#### **m) Impairment of goodwill, intangible assets and property, plant and equipment**

Goodwill, intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually and when circumstances indicate that the carrying value may have suffered an impaired loss. If any such indication exists, or when annual impairment testing for an asset is required, the recoverable amount of the asset is estimated, and compared to the carrying amount, in order to determine the extent of the impairment loss. Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The recoverable amount is the higher of fair value less costs of disposal and its value in use. In assessing the 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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in the Income Statement in expense categories consistent with the function of the impaired asset, except for properties previously revalued with the revaluation taken to other comprehensive income. For such properties, the impairment is recognised in other comprehensive income up to the amount of any previous revaluation.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss be recognised for the asset or cash-generating unit in prior years. As reversal of an impairment loss is recognised as income in the reporting period. Impairment losses recognised in respect of goodwill are not reversed in subsequent periods.

#### **n) Associates**

An associated undertaking is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost. Subsequent measurement presented in the consolidated financial statements includes the Group's share of the post-acquisition reserves of the associate less dividends received and provision for impairment.

Profit and loss arising from transactions between the Group and its associates are recognised only to the extent of unrelated investors' interest in the associate. The Group's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate.

# **ADDISON LEE HOLDINGS LIMITED**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 AUGUST 2018**

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### **2. Significant accounting policies (continued)**

#### **o) Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost consists of all costs of purchase, costs of conversion, and other costs incurred in bringing each product to its present location and condition. Net realisable value is the estimated selling price in the ordinary course of business less any further costs expected to be incurred in the sale process.

#### **p) Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial instruments are recognised in the Group's statement of financial position when the Group becomes party to the contractual provisions of the instrument. Financial assets are accounted for at the trade date.

##### **Financial assets**

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives. All financial assets are recognised initially at fair value, or in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

##### **Financial assets at fair value through profit or loss**

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term.

Assets that are managed on a fair value basis in accordance with management policies, are measured at fair value through profit and loss.

##### **Trade and other receivables**

Trade and other receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less or in the normal operating cycle of the business if longer, they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivable are initially recognised at fair value and do not carry any interest and are stated at nominal value as reduced by appropriate allowances for estimated irrecoverable amount.

##### **Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance income in the income statement. Losses arising from impairment are recognised in the income statement in finance costs for loans and in cost of sales or other operating expenses for receivables.

# **ADDISON LEE HOLDINGS LIMITED**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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### **2. Significant accounting policies (continued)**

#### **p) Financial instruments (continued)**

##### **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and deemed deposits, and other short-term highly liquid investments with an original maturity of three months or less, which are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

##### **Financial liabilities and equity instruments**

Financial liabilities and equity instruments are initially recognised at fair value and classified according to the substance of the contractual agreement entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are measured at the proceeds received, net of direct issued costs.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. The difference in the respective carrying amounts is recognised in the income statement.

##### **Derivative financial instruments that do not qualify for hedging**

Derivatives are initially recognised at fair value at the dates the contract are entered into and are subsequently remeasured at fair value. The resulting gain or loss is recognised in income statement immediately.

A derivative with a positive fair value is recognised as a financial asset, whereas a derivative with a negative fair value is recognised as a financial liability.

##### **Borrowings**

Interest-bearing loans and overdrafts are initially recognised at fair value, which equates to proceeds less issue costs at inception. Subsequent to initial recognition, borrowings are measured at amortised cost, using the effective interest rate method. Any differences between the proceeds, net of transaction costs, and the amount due on settlement is recognised in the income statement over the term of the borrowings.

and cash equivalents comprise cash on hand and deemed deposits, and other short-term highly liquid investments with an original maturity of three months or less, which are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

# **ADDISON LEE HOLDINGS LIMITED**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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### **2. Significant accounting policies (continued)**

#### **q) Foreign currency translation**

##### **Functional and presentation currency**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in Sterling which is the Company's functional and the Group's presentation currency.

##### **Transactions in foreign currencies**

Transactions denominated in foreign currencies within each entity in the Group are translated into functional currency at the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies, which are held at the year end are translated into the functional currency at the exchange rate as at the balance sheet date. Exchange differences on monetary items are recognised in the Income Statement in the period in which they arise, except where these exchange differences form part of a net investment in overseas subsidiaries of the Group, in which case such differences are taken directly to the foreign currency translation reserve.

##### **Translation of the results of overseas businesses**

The results of overseas subsidiaries are translated into the Group's presentation currency of British Pound Sterling each month at the average exchange rate for the month. The average exchange rate is used, as it is considered to approximate the actual exchange rates on the date of the transactions. The assets and liabilities of such undertakings are translated at the year end exchange rates. Differences arising on the retranslation of the opening net investment in subsidiary companies, and on the translation of their results, are taken directly to the foreign currency translation reserve.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

#### **r) Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any Group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any attributable incremental costs, is deducted from equity attributable to owners of the Company until the shares are cancelled, reissued or disposed of.

#### **s) Provisions**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the obligation can be reliably estimated.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flow estimated to settle the present obligation, its carrying amount is determined by discounting the expected future cash flows at an appropriate pre-tax discount rate.

## **ADDISON LEE HOLDINGS LIMITED**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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#### **2. Significant accounting policies (continued)**

##### **t) Employee benefits**

The expected costs of accumulating paid absences are recognised as an expense in the Income Statement when the employees render services that increase their entitlement to future paid absences. In the case of non-accumulating paid absences, costs are recognised as an expense in the Income Statement when the absences occur.

##### **u) Post-retirement benefits**

The Group contributes to various defined contribution schemes for the benefit of its employees. Contributions payable are charged to the Income Statement as an expense as they fall due.

##### **v) Subsidiaries exempt from audit under section 479A Companies Act 2006**

The subsidiaries set out below are exempt from the requirements of the Companies Act relating to the audit of individual statutory accounts under section 479A of the Companies Act 2006. The parent undertaking, Addison Lee Holdings Limited which has prepared audited consolidated accounts, has given a guarantee under section 479C of the Companies Act and all members of the companies below agree to the exemption of an audit for the year ended 31 August 2018. Below are the details for the subsidiaries exempt under this Act:

| Name of subsidiary undertaking:                    | Company Registration Number: |
|--|------------------------------|
| Addison Lee Midco I Limited                        | 08486553                     |
| Addison Lee Limited                                | 01205530                     |
| Addison Lee Financing Limited                      | 08486652                     |
| Addison Lee Group Limited                          | 08486720                     |
| Addison Lee Coaches Limited                        | 05822489                     |
| Addison Lee Services Limited                       | 07305923                     |
| Aptus Worldwide Limited                            | 06325936                     |
| Blueback Limited                                   | 06377529                     |
| Bodycove Limited                                   | 03292923                     |
| Eventech Limited                                   | 03229417                     |
| Prestige Daily Rentals & Vehicle Solutions Limited | 08933821                     |
| Professional IT (Logistics) Limited                | 03806233                     |
| Project Tristar Limited                            | 06434912                     |
| Seela Limited                                      | 08167525                     |
| W1 Cars Limited                                    | 08048025                     |



# **ADDISON LEE HOLDINGS LIMITED**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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### **2. Significant accounting policies (continued)**

#### **w) Addison Lee Purpose Trust**

The consolidated financial statements incorporate the results of the Addison Lee Purpose Trust, an entity controlled by the Group.

The Trust has been established exclusively for the purpose of providing benefits to drivers ("Contributors"), in connection with contracts with one or more Group entities, by making funds available out of a Trust Fund for the payment or reimbursement of costs, expenses or other losses incurred by or for the benefit of Contributors in the course of driving pursuant to, or in connection with, contracts between Contributors and any one or more of the Group entities identified in the Trust instruments.

Contributions receivable are accounted for on an accruals basis. Motor reimbursements paid relate to payments made in respect of a self-insured reimbursement agreement between Group Entities and motor insurers which provides for the reimbursement to each fronting insurer the deductible payable under the relevant motor insurance cover provided by each fronting insurer to Contributors and Group Entities ("Reimbursement Agreements"). Provision for motor reimbursements comprises the estimated deductible element of the cost of motor claims which have been incurred but not yet paid on behalf of the insurer at the Statement of Financial Position date, whether reported to insurers or not, based on information provided by insureds, insurers, and loss adjusters and on previous loss experience. The deductible element will be liable to be reimbursed under the Reimbursement Agreements as and when the underlying claim costs are paid. Revenue represents contributions receivable less motor reimbursements paid and provisions made for motor reimbursements.

Certain of the Trust's investments, cash and cash equivalents and accrued investment income are subject to security interest agreements in favour of third parties (see note 20 (a) and (b)). Certain investments held by the Trust are managed on a fair value basis.

#### **x) Addison Lee Insurance Limited**

The consolidated financial statements incorporate the financial statements of a wholly owned subsidiary, Addison Lee Insurance Limited, whose principal activity is that of an insurance captive. Addison Lee Insurance Limited is registered with the appropriate regulatory authorities in Guernsey to engage in insurance contracts.

##### **Revenue**

Premium income is recognised as premium written less unearned premiums. Premium written comprises the premiums due on contracts entered into during a financial year, regardless of whether such amounts may relate in whole or in part to a later financial year, exclusive of taxes levied on premiums. Unearned premiums represent the proportion of premiums written which is estimated to be earned in future financial years, computed separately for each insurance contract using the daily pro-rata method. Premium income net of claims incurred are recognised as insurance income in the consolidated income statement.

##### **Claims outstanding and incurred but not reported reserve (IBNR)**

Claims outstanding comprise provisions for the estimated cost of settling all claims incurred up to, but not paid at, the balance sheet date whether reported or not, together with the relevant claims settlement expenses.

Provisions for claims are based on the best estimate of the present value of liabilities based on the information currently available to the Group. The methods used, and estimates made, are continually reviewed and any resulting adjustments are reported in the income statement in the financial year in which they are made. IBNR reserves are initially provided to the expected loss ratio of 100%, and kept under review and revised on an on-going basis in accordance with projected losses for that particular year.

# **ADDISON LEE HOLDINGS LIMITED**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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### **2. Significant accounting policies (continued)**

#### **y) Early adoption of financial reporting standards**

##### **IFRS 15 *Revenue from Contracts with Customers***

The International Accounting Standards Board (IASB) issued International Financial Reporting Standard 15 (IFRS 15) *Revenue from Contracts with Customers* which replaces IAS 18 *Revenue*. The standard describes the principles that an entity must apply to measure and recognise revenue and related cash flows, and introduces new guidance on identifying principals and agents to contracts.

IFRS 15 has been endorsed for application in the EU effective from 1 January 2018. Early adoption of IFRS 15 is permitted.

The Group had elected to adopt IFRS 15 early and apply the provisions of the standard in the preparation of the prior year consolidated financial statements and continues to do so for the current year.

##### **IFRS 16 *Leases***

The IASB issued IFRS 16 *Leases* on 13 January 2016 which replaces IAS 17 *Leases*. The standard has been adopted into EU-IFRS effective from 1 January 2019, and early adoption is permitted provided IFRS 15 *Revenue from Contracts from Customers* has been applied.

IFRS 16 introduces a single recognition and measurement model for all leases. Lessees are required to account for all leases on the statement of financial position, including those which had previously been treated as operating leases and accounted for in the income statement as in-year expense.

The Group had elected to adopt IFRS 16 early and apply the provisions of the standard in the preparation of the prior year consolidated financial statements and continues to do so for the current year.

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

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### 2. Significant accounting policies (continued)

#### z) Financial reporting standards applicable for future financial periods

A number of EU-endorsed standards and amendments to existing standards and interpretations, which are effective for this financial year or later have not been applied in preparing the consolidated financial statements of the Group. The standards and interpretations that may have a material effect on the consolidated financial statements are detailed below.

##### **IFRS 9 Financial Instruments**

The International Accounting Standards Board (IASB) issued the complete version of IFRS 9 *Financial Instruments* in July 2014. IFRS 9 replaces IAS 39 *Financial Instruments: Recognition and Measurement* and addresses the classification, measurement and recognition of financial assets and liabilities, impairment and hedge accounting. IFRS 9 retains but simplifies the measurement models of financial assets. The basis of classification of a financial asset depends on the entity's business model and contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at fair value through Other Comprehensive Income (FVOCI) and are not recycled. There is an expected credit loss model that replaces the incurred loss model of IAS 39.

For financial liabilities there were no changes to classification and measurement except for recognition of changes in an entity's own credit risk in other comprehensive income, for liabilities designated at fair value through profit and loss. IFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests that requires an economic relationship between the hedged item and hedging instrument and for the hedge-ratio to be the same as that used by management for risk management purposes. The standard was endorsed by the EU and is effective for periods beginning on or after 1 January 2019.

The Group has not completed its assessment of the impact of adopting IFRS 9, but does not expect the adoption of the standard to have a material impact on the consolidated financial statements.

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## **ADDISON LEE HOLDINGS LIMITED**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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#### **3. Alternative performance measures**

The directors assess the performance of the Group using a variety of alternative performance measures to provide additional useful information to the members and stakeholders of the Group. These measures principally highlight underlying trends and performance, or function as key performance indicators. These measures are not defined under IFRS and therefore termed 'non-GAAP measures'. Non-GAAP measures are not designed to be a substitute for, or superior to, IFRS measures, and may not be directly comparable to performance measures used by other entities.

The non-GAAP measures used are as follows:

##### **a) Exceptional items**

The Group's income statement identifies trading results including exceptional items separately. The directors believe that presenting the results in this way is relevant to the understanding of the Group's underlying financial performance, as exceptional items are identified by virtue of size, nature and incidence. This presentation is consistent with financial performance reported to the Board and the senior management team. In determining whether an event or transaction is treated as exceptional management considers quantitative and qualitative factors such as frequency of occurrence as defined in note 7 to the consolidated financial statements.

##### **b) Adjusted EBITDA**

Adjusted EBITDA is a measure of the underlying operating profit. The measure excludes exceptional, other non-recurring items, interest, tax, depreciation and amortisation and a number of other income and expenditure items.

Adjusted EBITDA is defined in the Senior Facility Agreement under which a consortium of banks provide credit facilities to the Group, and is therefore a key indicator of the Group's liquidity. Further details are provided in note 8 to the consolidated financial statements.

# **ADDISON LEE HOLDINGS LIMITED**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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### **4. Judgements and key sources of estimation uncertainty**

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources.

The key assumptions concerning the future, and other key sources of estimation of uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are disclosed below. The judgement used by management in the application of the Group's accounting policies in respect of these key areas of estimation are considered to be most significant.

- The Group is required to measure all assets and liabilities acquired as part of a business combination at fair value. The determination of those fair value of those assets require judgement. The valuation of current and financial assets and liabilities is not a key source of estimation uncertainty. However, the valuation of non-current assets and liabilities is dependent on, and sensitive to, long-term forecasts of related cash flows and discount rates applied. These are in turn dependent on long-term forecasts of the performance of the business. As such the valuation of these assets and liabilities is considered a key source of judgement.
- Software development expenditure is capitalised in accordance with the Group's accounting policy. Initial capitalisation of costs is based on management's judgement that technical and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised management makes assumptions regarding the expected future cash generation of the assets, discount rates to be applied and the expected period of benefits.
- The Group is required to estimate the cost of settling all motor insurance claims incurred up to, but not paid at, the balance sheet date whether reported or not, which is considered a key source of judgement. Provisions for claims are based upon the information currently available to the directors, and subsequent information and events may show that the ultimate liability is less than, or in excess of, the amount provided.
- The classification of items as exceptional requires significant judgement to determine whether items are part of normal operating activities. Further details are set out in note 7.
- The Group is required to test goodwill and other intangible assets with indefinite useful lives annually by determining the recoverable amount of each cash-generating unit (CGU) from value-in-use calculations, which are based on cash flow projections derived from the most recent budgets and long-term plans. In carrying out this test, management makes assumptions on projected future cash flows, long term growth rates and discount rates applied to future cash flows.
- The Group is required to assess the recoverability of deferred tax assets in line with future trading and the availability of taxable profits. As explained in note 25, the Group has decided not to recognise any deferred tax assets in respect of certain losses in the UK and US.

# **ADDISON LEE HOLDINGS LIMITED**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

### **5. Revenue**

An analysis of the Group's revenue is as follows:

|   | <b>2018<br/>£'000</b> | <b>2017<br/>£'000</b> |
|---|-----------------------|-----------------------|
| Private car services, delivery and courier service: |                       |                       |
| Account   | 254,786               | 227,416               |
| Non-account   | 95,267                | 78,677                |
| Insurance and reimbursement policies                | 695                   | 1,180                 |
| Rental of motor vehicles                            | 39,487                | 38,404                |
| Investment property rental                          | 90                    | 90                    |
|   | <b>390,325</b>        | <b>345,767</b>        |

Revenue analysed by geographical market

|                | <b>2018<br/>£'000</b> | <b>2017<br/>£'000</b> |
|----------------|-----------------------|-----------------------|
| United Kingdom | 304,510               | 289,569               |
| North America  | 82,642                | 53,310                |
| Other          | 3,173                 | 2,888                 |
|                | <b>390,325</b>        | <b>345,767</b>        |

### **6. Loss for the year**

Loss for the year has been arrived at after charging/(crediting):

|  | <b>2018<br/>£'000</b> | <b>2017<br/>£'000</b> |
|--|-----------------------|-----------------------|
| Fees payable to the Group's auditor for audit and other services | 529                   | 527                   |
| Amortisation and impairment charge                               | 11,038                | 7,394                 |
| Depreciation charge  | 28,589                | 23,846                |
| Exceptional items  | 17,990                | 18,639                |
| Net foreign exchange losses/(gains)                              | 746                   | (548)                 |
| Profit on disposal of fixed assets                               | (3,141)               | (572)                 |

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 7. Exceptional items

|   | 2018<br>£'000 | 2017<br>£'000 |
|---|---------------|---------------|
| Acquisition related costs (1)                 | -             | 1,406         |
| Acquisition integration costs (2)             | 2,939         | 2,954         |
| Legal and professional fees (3)               | 803           | 2,689         |
| Rebranding costs (4)                          | 835           | 2,379         |
| Restructuring (5)                             | 9,451         | 9,211         |
| Insurance costs (6)                           | 2,162         | -             |
| Write-off of irrecoverable current assets (7) | 1,800         | -             |
|   | <u>17,990</u> | <u>18,639</u> |

Exceptional items are amounts arising that materially affect the Group's results. These include major one-off restructuring costs and costs relating to acquisition of Group entities.

- (1) Acquisition related costs in the prior year comprise professional fees incurred on the acquisitions of Flyte Tyme in December 2016;
- (2) Various costs were incurred during the current year to integrate the Tandem, Flyte Tyme and Tristar businesses, including project management, temporary resources and travel;
- (3) Legal and professional fees related to legal matters of a non-recurring nature;
- (4) Costs related to the first major rebranding in the UK since the business commenced and subsequently in the US and spanned the financial year-end;
- (5) Substantial restructuring costs were incurred to transform the business operations covering property, people and change. Costs included staff redundancies, duplicate property costs, third party costs and set-up costs associated with establishing new operating models;
- (6) These costs include the deductible costs associated with insured claims significantly in excess of long term averages plus a determination of the onerous element of US motor insurance premiums in the year;
- (7) These costs represent the write-off in the year of non-recurring irrecoverable current assets principally related to credit card transactions.

### 8. Adjusted EBITDA

|   | Notes | 2018<br>£'000 | 2017<br>£'000 |
|---|-------|---------------|---------------|
| Operating (loss)/profit                             |       | (4,665)       | 7,043         |
| <i>Add back:</i>                                    |       |               |               |
| Exceptional items                                   | 7     | 17,990        | 18,639        |
| Other non-recurring items – internal labour         |       | 4,661         | 2,666         |
| Depreciation of property, plant and equipment       |       | 28,589        | 23,846        |
| Amortisation of intangible assets                   |       | 10,276        | 7,394         |
| Impairment of intangible assets                     |       | 762           | -             |
| Fair value losses                                   |       | -             | 950           |
| <i>Less:</i>  |       |               |               |
| Gains on disposals of property, plant and equipment |       | (3,141)       | (572)         |
| Fair value gains                                    |       | (1,216)       | (2,163)       |
| <b>Adjusted EBITDA</b>                              |       | <u>53,256</u> | <u>57,803</u> |

# **ADDISON LEE HOLDINGS LIMITED**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

### **9. Auditors remuneration**

|  | <b>2018</b>  | <b>2017</b>  |
|--|--------------|--------------|
|  | <b>£'000</b> | <b>£'000</b> |
| Fees payable to the Group's auditor for: |              |              |
| Audit of the Group financial statements  | 470          | 490          |
| Other compliance services                | 59           | 37           |
|  | <u>529</u>   | <u>527</u>   |

### **10. Employees**

The average monthly number of persons including directors employed by the Group during the year was:

|  | <b>2018</b>   | <b>2018</b>   |
|--|---------------|---------------|
|  | <b>Number</b> | <b>Number</b> |
| <b>(a) Employment numbers</b>                |               |               |
| Administration                               | 645           | 578           |
| Distribution                                 | 1,622         | 1,019         |
|  | <u>2,267</u>  | <u>1,597</u>  |
|  |               |               |
|  | <b>2018</b>   | <b>2017</b>   |
|  | <b>£'000</b>  | <b>£'000</b>  |
| <b>(b) Employment costs</b>                  |               |               |
| Wages and salaries                           | 65,771        | 49,561        |
| Social security costs                        | 6,027         | 6,138         |
| Pension costs - defined contribution schemes | 599           | 712           |
|  | <u>72,397</u> | <u>56,411</u> |



# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

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### 11. Other operating income and expenses

|  | 2018<br>£'000 | 2017<br>£'000 |
|--|---------------|---------------|
| <b>(a) Other operating income</b>                                      |               |               |
| Gain on interest rate swaps at fair value through profit or loss (1)   | 1,166         | 1,593         |
| Change in fair value of investment properties                          | 50            | 570           |
|  | <u>1,216</u>  | <u>2,163</u>  |
| <b>(b) Other operating expenses</b>                                    |               |               |
| Loss on disposal of current asset investments                          | -             | (34)          |
| Loss on financial instruments at fair value through profit or loss (2) | -             | (916)         |
|  | <u>-</u>      | <u>(950)</u>  |

- (1) Gains and losses on financial instruments measured at fair value through profit or loss relate to fair value movements on interest rate swaps contracts that were not designated as hedging instruments and do not qualify for hedge accounting (see further information in note 20 (e)).
- (2) The prior year loss of £916,000 is the reversal of the 2016 gain following the lapse of a call option to acquire shares in the Flyte Tyme group of companies.

## **ADDISON LEE HOLDINGS LIMITED**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

#### **12. Net finance costs**

|  | <b>2018</b>            | <b>2017</b>            |
|--|------------------------|------------------------|
|  | <b>£'000</b>           | <b>£'000</b>           |
| <b>(a) Finance income</b>  |                        |                        |
| Bank and other interest  | 69                     | 362                    |
| Exchange gains in relation to financing activities                     | -                      | 548                    |
|  | <u>69</u>              | <u>910</u>             |
| <b>(b) Finance costs</b>   |                        |                        |
| Interest on bank borrowings  | (14,300)               | (13,202)               |
| Interest on loan notes and other borrowings                            | (4,841)                | (2,647)                |
| Interest payable on preference shares                                  | (11,868)               | (12,150)               |
| Finance charges payable on hire purchase and finance lease liabilities | (506)                  | (963)                  |
| Finance charges payable on operating lease liabilities                 | (1,694)                | (433)                  |
| Bank monitoring and other (costs)/credits                              | (270)                  | 652                    |
| Debt issue costs (1)   | (40)                   | (40)                   |
| Exchange losses in relation to financing activities                    | (746)                  | -                      |
|  | <u>(34,265)</u>        | <u>(28,785)</u>        |
| <b>Net finance costs</b>   | <u><b>(34,196)</b></u> | <u><b>(27,875)</b></u> |

(1) Issue costs on the loan notes are amortised over the period of the loan.

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 13. Tax credit

|   | 2018<br>£'000 | 2017<br>£'000 |
|---|---------------|---------------|
| <b>Recognised in the income statement</b>                         |               |               |
| <i>Current income tax:</i>  |               |               |
| Current income tax charge   | (109)         | (317)         |
| Adjustments in respect of current tax relating to previous years  | 562           | 501           |
| Income tax credit reported in the statement of profit or loss     | <u>453</u>    | <u>184</u>    |
| <i>Deferred tax:</i>  |               |               |
| Relating to origination and reversal of temporary differences     | 1,829         | 2,055         |
| Adjustments in respect of deferred tax relating to previous years | (169)         | (601)         |
|   | <u>1,660</u>  | <u>1,454</u>  |
| Income tax credit reported in the income statement                | <u>2,113</u>  | <u>1,639</u>  |

UK income tax is calculated at 19.00% (2017: 19.58%) of the assessable profit for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Income tax credit for the year can be reconciled to accounting profit as follows:

|  | 2018<br>£'000   | 2017<br>£'000   |
|--|-----------------|-----------------|
| Accounting loss before income tax  | <u>(38,861)</u> | <u>(20,832)</u> |
| Income tax credit at rates prevailing in the UK of 19.00% (2017: 19.58%) | 7,384           | 4,079           |
| Effect of tax rates in foreign jurisdictions                             | 1,466           | 832             |
| Effect of tax rate change on deferred tax                                | 301             | 110             |
| Adjustments in respect of prior years                                    | 393             | (99)            |
| Non-deductible expenses for tax purposes:                                |                 |                 |
| Impairment of goodwill   | 669             | -               |
| Preference share interest  | (2,255)         | (2,257)         |
| Other permanent differences  | (1,231)         | (1,041)         |
| Accelerated capital allowances   | 429             | -               |
| Other tax adjustments  | (144)           | (31)            |
| Movement in temporary differences previously recognised for deferred tax | (1,660)         | -               |
| Current year loss carried forward not recognised for deferred tax        | (3,239)         | -               |
| Utilisation of previously unrecognised tax losses                        | -               | 46              |
| Tax credit reported in the income statement                              | <u>2,113</u>    | <u>1,639</u>    |

F(No.2)A and FA 2016 reduced the United Kingdom rate of corporation tax to 19 percent from 1 April 2017 and by a further 2 percent from April 2020. No further United Kingdom corporation tax rate reductions have been announced. As these reductions were enacted before the balance sheet date, the United Kingdom temporary differences have been recognised at the rate at which the temporary differences are expected to reverse

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 14. Property, plant and equipment

|                                      | Leasehold<br>land and<br>buildings | Assets<br>under<br>construct-<br>ion (1) | Fixtures,<br>fittings and<br>equipment | Motor<br>vehicles | Coaches      | Total          |
|--------------------------------------|------------------------------------|--|--|-------------------|--------------|----------------|
|                                      | £'000                              | £'000                                    | £'000                                  | £'000             | £'000        | £'000          |
| <b>Cost</b>                          |                                    |  |  |                   |              |                |
| <b>At 1 September 2016</b>           | 9,374                              | 500                                      | 22,898                                 | 75,596            | 3,837        | 112,205        |
| Additions                            | 5,480                              | -  | 2,784                                  | 19,763            | -            | 28,027         |
| Acquisition of subsidiaries          | 1,011                              | -  | 982                                    | 10,680            | -            | 12,673         |
| Reclassification to other categories | 500                                | (500)                                    | -                                      | -                 | -            | -              |
| Disposals                            | (417)                              | -  | (6,664)                                | (13,775)          | (2,010)      | (22,866)       |
| Exchange differences                 | 19                                 | -  | 17                                     | 87                | -            | 123            |
| <b>At 31 August 2017</b>             | <u>15,967</u>                      | <u>-</u>                                 | <u>20,017</u>                          | <u>92,351</u>     | <u>1,827</u> | <u>130,162</u> |
| Additions                            | 13,131                             | -  | 2,566                                  | 50,604            | 12           | 66,313         |
| Acquisition of subsidiaries          | 197                                | -  | -                                      | -                 | -            | 197            |
| Disposals                            | (2,621)                            | -  | (121)                                  | (60,677)          | (1,575)      | (64,994)       |
| Reclassifications                    | -                                  | -  | (1,378)                                | -                 | -            | (1,378)        |
| Exchange differences                 | 13                                 | -  | 1                                      | 714               | -            | 728            |
| <b>At 31 August 2018</b>             | <u>26,687</u>                      | <u>-</u>                                 | <u>21,085</u>                          | <u>82,992</u>     | <u>264</u>   | <u>131,028</u> |
| <b>Depreciation and impairment</b>   |                                    |  |  |                   |              |                |
| <b>At 1 September 2016</b>           | 2,248                              | -  | 18,294                                 | 36,737            | 1,376        | 58,655         |
| Acquisition of subsidiaries          | 336                                | -  | 696                                    | 4,893             | -            | 5,925          |
| Depreciation charge for the year     | 2,075                              | -  | 2,522                                  | 19,038            | 211          | 23,846         |
| In respect of disposals              | (320)                              | -  | (6,623)                                | (11,557)          | (848)        | (19,348)       |
| Reclassifications                    | -                                  | -  | (48)                                   | -                 | -            | (48)           |
| Exchange differences                 | 6                                  | -  | 15                                     | 47                | -            | 68             |
| <b>At 31 August 2017</b>             | <u>4,345</u>                       | <u>-</u>                                 | <u>14,856</u>                          | <u>49,158</u>     | <u>739</u>   | <u>69,098</u>  |
| Acquisition of subsidiaries          | 94                                 | -  | -                                      | -                 | -            | 94             |
| Depreciation charge for the year     | 2,502                              | -  | 3,080                                  | 22,918            | 89           | 28,589         |
| In respect of disposals              | (2,457)                            | -  | -                                      | (40,622)          | (718)        | (43,797)       |
| Reclassifications                    | -                                  | -  | (370)                                  | -                 | -            | (370)          |
| Exchange differences                 | 15                                 | -  | 61                                     | 516               | -            | 592            |
| <b>At 31 August 2018</b>             | <u>4,499</u>                       | <u>-</u>                                 | <u>17,627</u>                          | <u>31,970</u>     | <u>110</u>   | <u>54,206</u>  |
| <b>Net book value</b>                |                                    |  |  |                   |              |                |
| <b>At 31 August 2016</b>             | <u>7,126</u>                       | <u>500</u>                               | <u>4,604</u>                           | <u>38,859</u>     | <u>2,461</u> | <u>53,550</u>  |
| <b>At 31 August 2017</b>             | <u>11,622</u>                      | <u>-</u>                                 | <u>5,161</u>                           | <u>43,193</u>     | <u>1,088</u> | <u>61,064</u>  |
| <b>At 31 August 2018</b>             | <u>22,188</u>                      | <u>-</u>                                 | <u>3,458</u>                           | <u>51,022</u>     | <u>154</u>   | <u>76,822</u>  |

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 14. Property, plant and equipment (continued)

#### Right-of-use assets

Included within property, plant and machinery are right-of-use assets, which consist of assets arising from operating lease arrangements accounted for under IFRS 16, finance lease agreements and hire purchase agreements:

|   | Leasehold<br>land and<br>buildings | Fixtures,<br>fittings<br>and<br>equipment | Motor<br>vehicles | Coaches    | Total         |
|---|------------------------------------|---|-------------------|------------|---------------|
|   | £'000                              | £'000                                     | £'000             | £'000      | £'000         |
| <b>Carrying value at 31 August 2016</b> | 6,980                              | -   | 34,244            | 2,461      | 43,685        |
| Acquisition of subsidiaries net         | 2,342                              | 294                                       | 4,151             | -          | 6,787         |
| Additions                               | 1,222                              | -   | 18,574            | -          | 19,796        |
| Depreciation charge for the year        | (1,925)                            | (229)                                     | (12,428)          | (44)       | (14,626)      |
| Lease completion /disposals             | -                                  | (14)                                      | (3,291)           | (1,956)    | (5,261)       |
| Exchange differences                    | 10                                 | 11  | 187               | -          | 208           |
| <b>Carrying value at 31 August 2017</b> | <b>8,629</b>                       | <b>62</b>                                 | <b>41,437</b>     | <b>461</b> | <b>50,589</b> |
| Acquisition of subsidiaries             | 104                                | -   | -                 | -          | 104           |
| Additions                               | 12,451                             | 31  | 50,604            | -          | 63,086        |
| Depreciation charge for the year        | (2,277)                            | (59)                                      | (22,019)          | (31)       | (24,386)      |
| Lease completion /disposals             | (18)                               | -   | (20,055)          | (430)      | (20,503)      |
| Exchange differences                    | (4)                                | -   | (73)              | -          | (77)          |
| <b>Carrying value at 31 August 2018</b> | <b>18,885</b>                      | <b>34</b>                                 | <b>49,894</b>     | <b>-</b>   | <b>68,813</b> |

Interest expense on lease liabilities are detailed on note 12.

### 15. Investment property and non-current assets held for disposal

|                                  | 2018<br>£'000 | 2017<br>£'000 |
|----------------------------------|---------------|---------------|
| At beginning of year             | 2,500         | 1,930         |
| Net gain from fair value changes | 50            | 570           |
| At end of year                   | <u>2,550</u>  | <u>2,500</u>  |

The fair value of the Group's investment property is based on valuations performed by Allsop LLP Chartered Surveyors, an independent valuer, on 31 August 2018 and 31 August 2017 respectively. The valuations were made on an open market value basis.

At year end the property was being actively marketed for sale and is accordingly reflected on the balance sheet as a non-current asset held for disposal. On 15 February 2019 the property was sold for £4.4m (refer to Note 32).

During the year the Group recognised rental income of £90,000 (2017: £90,000). There were no significant direct operating expenses incurred in relation to the investment property (2017: £nil) during the period.

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 16. Intangible assets

|                                    | Goodwill       | Software<br>and IT<br>development | Patents      | Customer<br>lists, brands<br>and other<br>intangibles | Total          |
|------------------------------------|----------------|-----------------------------------|--------------|---|----------------|
|                                    | £'000          | £'000                             | £'000        | £'000   | £'000          |
| <b>Cost</b>                        |                |                                   |              |   |                |
| <b>At 1 September 2016</b>         | 287,191        | 23,343                            | 1,093        | 13,040  | 324,667        |
| Additions                          | 94             | 8,672                             | 114          | -   | 8,880          |
| Acquisition of subsidiaries        | 6,328          | 1,062                             | -            | 7,277   | 14,667         |
| Disposals                          | -              | (1,039)                           | -            | -   | (1,039)        |
| Exchange differences               | (111)          | (86)                              | -            | (380)   | (577)          |
| <b>At 31 August 2017</b>           | 293,502        | 31,952                            | 1,207        | 19,937  | 346,598        |
| Additions                          | -              | 18,916                            | 78           | -   | 18,994         |
| Acquisition of subsidiaries        | -              | 5,760                             | -            | -   | 5,760          |
| Disposals                          | -              | (1,047)                           | -            | -   | (1,047)        |
| Reclassification                   | -              | 428                               | -            | -   | 428            |
| Exchange differences               | 25             | 338                               | -            | (44)  | 319            |
| <b>At 31 August 2018</b>           | <u>293,527</u> | <u>56,347</u>                     | <u>1,285</u> | <u>19,893</u>   | <u>371,052</u> |
| <b>Amortisation and impairment</b> |                |                                   |              |   |                |
| <b>At 1 September 2016</b>         | 30,835         | 11,847                            | 368          | 196   | 43,246         |
| Amortisation charge for the year   | -              | 5,922                             | 232          | 1,240   | 7,394          |
| Disposals                          | -              | (722)                             | -            | -   | (722)          |
| Exchange differences               | 15             | (10)                              | -            | 2   | 7              |
| <b>At 31 August 2017</b>           | 30,850         | 17,037                            | 600          | 1,438   | 49,925         |
| Amortisation charge for the year   | -              | 9,487                             | 238          | 551   | 10,276         |
| Impairment                         | -              | 762                               | -            | -   | 762            |
| Disposals                          | -              | -                                 | -            | -   | -              |
| Reclassification                   | -              | (737)                             | -            | 157   | (580)          |
| Exchange differences               | (7)            | (95)                              | -            | 15  | (87)           |
| <b>At 31 August 2018</b>           | <u>30,843</u>  | <u>26,454</u>                     | <u>838</u>   | <u>2,161</u>  | <u>60,296</u>  |
| <b>Net book value</b>              |                |                                   |              |   |                |
| At 31 August 2016                  | 256,356        | 11,496                            | 725          | 12,844  | 281,421        |
| At 31 August 2017                  | 262,652        | 14,915                            | 607          | 18,499  | 296,673        |
| At 31 August 2018                  | <u>262,684</u> | <u>29,893</u>                     | <u>447</u>   | <u>17,732</u>   | <u>310,756</u> |

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 16. Intangible assets (continued)

The Group tests goodwill and other intangible assets with indefinite useful lives annually, or more frequently if circumstances indicate that the carrying amounts may have suffered an impaired loss.

The Group has changed to two CGUs for the financial year ended 31 August 2018 from three CGUs in the financial year ended 31 August 2017. This is consistent with the efforts to integrate the operations of Tristar, Flyte Tyme and Tandem with the existing Addison Lee business. Both in the UK and US, there are two separate brands, Addison Lee and Tristar. In both the UK and US, the booking and allocation platforms that support them have been moved to single platforms as have many of the support services, including finance. In the US, there has been a legal entity reorganisation which will result in one major operating entity. Both the UK and US operations are managed as single units by their dedicated management teams. On this basis, the Group has concluded that there are two CGUs for the financial year ended 31 August 2018.

The Group has determined the recoverable amount of each cash-generating unit (CGU) from value-in-use calculations. The value-in-use calculations are based on cash flow projections derived from the most recent budget and detailed plans for the next five years as approved by management, with projections extended out to seven years (by assuming growth from years three to five continues up to and including year seven), with a terminal growth rate from year eight. The resultant cash flows are discounted using a pre-tax discount rate appropriate for the relevant cash-generating unit.

Goodwill acquired in business combinations is allocated at acquisition, or subsequent reorganisation, to the CGU that is expected to benefit from the business combination.

The carrying amounts of goodwill and intangible assets with indefinite useful have been allocated to each CGU are as follows:

|   | US<br>operations<br>£'000 | UK<br>operations<br>£'000 | Total<br>£'000 |
|---|---------------------------|---------------------------|----------------|
| As at 31 August 2018                        |                           |                           |                |
| Goodwill                                    | 12,175                    | 250,509                   | 262,684        |
| Other intangibles                           | -                         | 3,600                     | 3,600          |
|   | <u>12,175</u>             | <u>254,109</u>            | <u>266,284</u> |
| Discount rates applied to future cash flows | 13.5%                     | 12.7%                     |                |

|   | US<br>operations<br>£'000 | Tristar<br>£'000 | Core UK<br>operations<br>£'000 | Total<br>£'000 |
|---|---------------------------|------------------|--------------------------------|----------------|
| As at 31 August 2017                        |                           |                  |                                |                |
| Goodwill                                    | 6,232                     | 11,011           | 245,409                        | 256,356        |
| Other intangibles                           | -                         | 3,600            | -                              | 3,600          |
|   | <u>6,232</u>              | <u>14,611</u>    | <u>245,409</u>                 | <u>259,956</u> |
| Discount rates applied to future cash flows | 13.5%                     | 16.5%            | 14.0%                          |                |

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## **ADDISON LEE HOLDINGS LIMITED**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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#### **16. Intangible assets (continued)**

##### **Key assumptions used in value-in-use calculations and sensitivity to changes in assumptions**

###### ***Projected future cash flows***

Sales volumes and growth rates for the next five years are derived from management estimates for the business in which each CGU operates. Sales volumes and growth rates projections have been extended out to seven years (by assuming growth from years three to five continues up to year seven), and are based on past experience and management expectation of future changes in the market.

###### ***Growth rates used for periods beyond those covered by management's detailed plans***

Growth rates are derived from management estimates which take into account the long-term nature of the industry and long term growth in gross domestic product of the territories in which the CGU operates. For the purpose of impairment testing a conservative approach has been used based on a growth rate of c2-2.4% growth per annum.

###### ***Discount rates applied to future cash flows***

Discount rates reflect current market assessments of the time value of money and the risks specific to the CGU, and represent the return that investors would require for an investment with cash flows and risk profile equivalent to those of the CGU.

The Group's pre-tax weighted average costs of capital (WACC) has been used as the foundation for determining the discount rates to be applied. The WACC has then been adjusted to reflect risks specific to the CGU not already reflected in the cash flows for that CGU.

###### ***Sensitivity analysis***

The Group has undertaken sensitivity testing on its calculations and concluded that no reasonably foreseeable change in key assumptions used in the impairment calculations would result in a significant impairment charge being recognised in the consolidated financial statements.



# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 17. Subsidiaries

Details of the Company's subsidiaries are as follows:

#### a) Subsidiary undertakings incorporated (and with place of business) in the England & Wales

| Name of undertaking  | Company registration number | Nature of business                    | % equity interest (2) |      |
|--|-----------------------------|---------------------------------------|-----------------------|------|
|  |                             |                                       | 2018                  | 2017 |
| Registered office at The Point, 37 North Wharf Road, London W2 1AF:                      |                             |                                       |                       |      |
| Addison Lee Midco I Limited (1) (2)  | 08486553                    | Holding company                       | 100                   | 100  |
| Addison Lee Midco II Limited   | 08486606                    | Holding company                       | 100                   | 100  |
| Addison Lee Limited (1)  | 01205530                    | Private mini cab hire                 | 100                   | 100  |
| Addison Lee Financing Limited (1)  | 08486652                    | Holding company                       | 100                   | 100  |
| Addison Lee Group Limited (1)  | 08486720                    | Holding company                       | 100                   | 100  |
| Addison Lee Coaches Limited (1)  | 05822489                    | Property investment                   | 100                   | 100  |
| Addison Lee Services Limited (1)   | 07305923                    | Administration services               | 100                   | 100  |
| Blueback Limited (1)   | 06377529                    | Private mini cab hire                 | 100                   | 100  |
| Eventech Limited (1)   | 03229417                    | Rental of motor vehicles              | 100                   | 100  |
| Professional IT (Logistics) Limited (1)  | 03806233                    | Software development                  | 100                   | 100  |
| Seela Limited (1)  | 08167525                    | Rental of motor vehicles              | 100                   | 100  |
| W1 Cars Limited (1)  | 08048025                    | Private mini cab hire                 | 100                   | 100  |
| Registered office at Unit 1 Horton Road, West Drayton, Middlesex, UB7 8BQ:               |                             |                                       |                       |      |
| Aptus Worldwide Limited (1)  | 06325936                    | Provider of ground transportation     | 100                   | 100  |
| Bodycove Limited (1)   | 03292923                    | Holding company                       | 100                   | 100  |
| Project Tristar Limited (1)  | 06434912                    | Provider of global chauffeur services | 100                   | 100  |
| Tristar Cars Limited (5)   | 02263554                    | Provider of global chauffeur services | 100                   | 100  |
| Registered office at Frodsham Business Centre, Bridge Lane, Frodsham, Cheshire, WA6 7FZ: |                             |                                       |                       |      |
| Prestige Daily Rentals & Vehicle Solutions Limited (1)                                   | 08933821                    | Provider of car rentals               | 100                   | 100  |

#### b) Subsidiary undertakings incorporated (and with place of business) in the United States

|  |                                   | % equity interest (2) |      |
|--|-----------------------------------|-----------------------|------|
| Name of undertaking  | Nature of business                | 2018                  | 2017 |
| Registered principal office: 90 McKee Drive, Mahwah, New Jersey 07430:               |                                   |                       |      |
| American Limousine LLC (4)   | Provider of ground transportation | 100                   | 100  |
| America Transportation Holdings LLC (4)  | Provider of ground transportation | 100                   | 100  |
| Flyte Line Transportation LLC (4)  | Provider of ground transportation | 100                   | 100  |
| Registered principal office: 16517-16521 Arminta Street, Van Nuys, California 91406: |                                   |                       |      |
| ATH Transport LLC (4)  | Provider of ground transportation | 100                   | 100  |
| LA Motor Coach Company LLC (4)(5)  | Provider of ground transportation | -                     | 100  |

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 17. Subsidiaries (continued)

*Registered principal office. 1440 39<sup>th</sup> Street, Brooklyn, New York 11218:*

|                                      |                                   |   |     |
|--------------------------------------|-----------------------------------|---|-----|
| Flyte Tyme San Francisco Inc. (4)(6) | Provider of ground transportation | - | 100 |
|--------------------------------------|-----------------------------------|---|-----|

*Registered agent office at Corporation Trust Centre, 1209 Orange Street, Wilmington, Delaware 19801:*

|  |                                       |     |     |
|--|---------------------------------------|-----|-----|
| Addison Lee Inc.                           | Private mini cab hire                 | 100 | 100 |
| Flyte Tyme Holdings Inc. (4)(6)            | Holding company                       | -   | 100 |
| Tristar Chauffeur Management Inc.          | Provider of global chauffeur services | 100 | 100 |
| Tristar US Group Inc. (6)                  | Holding company                       | -   | 100 |
| Tristar Services (US) Inc.                 | Provider of global chauffeur services | 100 | 100 |
| Tristar Vehicles Leasing Inc. (6)          | Owns & leases vehicles                | -   | 100 |
| Transportation Technology Services US Inc. | Software development                  | 100 | -   |

### c) Subsidiary undertakings incorporated in rest of the world

| Name of undertaking | Country of incorporation and place of business | Nature of business | % equity interest (2) |      |
|---------------------|--|--------------------|-----------------------|------|
|                     |  |                    | 2018                  | 2017 |

*Registered offices at. Heritage Hall, Le Marchant Street, St Peter Port, Guernsey GY1 4JH:*

|  |          |                        |     |     |
|--|----------|------------------------|-----|-----|
| Addison Lee Employee Benefit Trust (3) | Jersey   | Employee Benefit Trust | -   | -   |
| The Addison Lee Purpose Trust (3)      | Guernsey | Purpose Trust          | -   | -   |
| Addison Lee Insurance Limited          | Guernsey | Insurance captive      | 100 | 100 |
| Addison Lee Trustee Limited            | Guernsey | Trustee company        | 100 | 100 |

*Registered office at Suite 1901-02, 19<sup>th</sup> Floor, Lever Tech Centre, No. 69-71 King Yip Street, Kwun Tong, Kowloon, Hong Kong*

|                                |           |                                       |     |     |
|--------------------------------|-----------|---------------------------------------|-----|-----|
| Tristar Worldwide Asia Limited | Hong Kong | Provider of global chauffeur services | 100 | 100 |
| Tristar Asia Travel Limited    | Hong Kong | Provider of global chauffeur services | 100 | 100 |

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 17. Subsidiaries (continued)

- (1) The subsidiaries set out above are exempt from the requirements of the Companies Act relating to the audit of individual statutory accounts under section 479A of the Companies Act 2006. The parent undertaking, Addison Lee Holdings Limited which has prepared audited consolidated accounts, has given a guarantee under section 479C of the Companies Act and all members of the companies above agree to the exemption of an audit for the year ended 31 August 2018.
- (2) The parent holds equity interest directly in Addison Lee Midco I Limited. Equity interest in other subsidiary undertakings are held indirectly by the parent.
- (3) Except for the interests in The Addison Lee Purpose Trust and the Addison Lee Employee Benefit Trust, where the Group is deemed to have control, all equity interest is held in ordinary shares.
- (4) The Group acquired 100% of the share capital on 28 December 2016, when legal ownership formally passed. Flyte Tyme's results have been included in the Group's consolidated financial statements from 1 January 2017.
- (5) Tristar Cars Limited is in the process of being liquidated. The Group's consolidated financial statements continue to incorporate Tristar Cars Limited's financial statements.
- (6) The entity has been merged with other US entities within the Group.

### 18. Investment in associate

Details of the associated undertaking are as follows:

| Name of undertaking         | Country of incorporation and place of business | Nature of business   | Class of shareholding | % equity interest |      |
|-----------------------------|--|----------------------|-----------------------|-------------------|------|
|                             |  |                      |                       | 2018              | 2017 |
| Haulmont Technology Limited | England & Wales                                | Software consultancy | Ordinary              | 30                | 30   |

Haulmont Technology Limited's services include assisting the Group in maintaining its primary booking and allocation platform.

|  | 2018<br>£'000 | 2017<br>£'000 |
|--|---------------|---------------|
| <b>Investment in associated undertakings</b> |               |               |
| At beginning of year                         | 644           | 393           |
| Share of post-acquisition profit             | 191           | 341           |
| Dividends received                           | (120)         | (90)          |
| At end of year                               | <u>715</u>    | <u>644</u>    |

All of the operations of the associate were continuing during the year (2017: all continuing).

### 19. Inventory

|                               | 2018<br>£'000 | 2017<br>£'000 |
|-------------------------------|---------------|---------------|
| Raw materials and consumables | <u>194</u>    | <u>169</u>    |

Inventories held by the Group include, but are not limited to, spare automobile parts and repair equipment. The Group periodically reviews the value of items in inventory and writes off inventory based on its assessment of market circumstances and the general condition of the items. In the current year £nil (2017: £256,201) of obsolete, aged, and damaged stock was written off to the income statement. Of this, £nil (2017: £121,352) was included in exceptional costs, while the balance was included in cost of sales.

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 20. Financial assets and financial liabilities

An overview of all financial instruments held by the Group is set out below, including details of each type of financial instrument, and the basis used to determine the fair value of the instruments, including judgements and estimation of uncertainty of fair value hierarchy, as follows:

- Level 1: Quoted prices in active markets for identical assets or liabilities;  
 Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly (that is, derived from prices); and  
 Level 3: Inputs for the asset or liability that are not based on observable market data

The Group holds the following financial instruments:

|                                | Notes | Fair value hierarchy | Assets at fair value through the P&L<br>£'000 | Financial assets at amortised cost<br>£'000 | Total<br>£'000 |
|--------------------------------|-------|----------------------|---|---|----------------|
| <b>Financial assets</b>        |       |                      |   |   |                |
| <b>2018</b>                    |       |                      |   |   |                |
| Government and corporate bonds | (a)   | Level 1              | 2,031   | -   | 2,031          |
| Certificates of deposits       | (b)   | Level 1              | 9,444   | -   | 9,444          |
| Cash and cash equivalents      | (c)   |                      | -   | 8,165                                       | 8,165          |
| Trade and other receivables    | (d)   |                      | -   | 45,354                                      | 45,354         |
|                                |       |                      | <u>11,475</u>                                 | <u>53,519</u>                               | <u>64,994</u>  |
| Total current                  |       |                      | 9,444   | 53,519                                      | 62,963         |
| Total non-current              |       |                      | <u>2,031</u>                                  | <u>-</u>                                    | <u>2,031</u>   |
| <b>2017</b>                    |       |                      |   |   |                |
| Government and corporate bonds | (a)   | Level 1              | 4,061   | -   | 4,061          |
| Certificates of deposits       | (b)   | Level 1              | 8,073   | -   | 8,073          |
| Cash and cash equivalents      | (c)   |                      | -   | 32,309                                      | 32,309         |
| Trade and other receivables    | (d)   |                      | -   | 40,443                                      | 40,443         |
|                                |       |                      | <u>12,134</u>                                 | <u>72,752</u>                               | <u>84,886</u>  |
| Total current                  |       |                      | 8,073   | 72,752                                      | 80,825         |
| Total non-current              |       |                      | <u>4,061</u>                                  | <u>-</u>                                    | <u>4,061</u>   |

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 20. Financial assets and financial liabilities (continued)

|                                       | Notes | Fair value hierarchy | Liabilities at fair value through the P&L | Financial liabilities at amortised cost | Total   |
|---------------------------------------|-------|----------------------|---|---|---------|
|                                       |       |                      | £'000                                     | £'000                                   | £'000   |
| <b>Financial liabilities</b>          |       |                      |   |   |         |
| <b>2018</b>                           |       |                      |   |   |         |
| Trade and other payables              | (f)   | Level 2              | -   | 51,674                                  | 51,674  |
| Derivative financial instruments      | (e)   |                      | -   | -                                       | -       |
| Interest-bearing loans and borrowings | (g)   |                      | -   | 395,287                                 | 395,287 |
| Other liabilities                     | 21    |                      | -   | 56,093                                  | 56,093  |
|                                       |       |                      | -   | 503,054                                 | 503,054 |
| Total current                         |       |                      | -   | 163,157                                 | 163,157 |
| Total non-current                     |       |                      | -   | 339,897                                 | 339,897 |
| <b>2017</b>                           |       |                      |   |   |         |
| Trade and other payables              | (f)   | Level 2              | -   | 37,076                                  | 37,076  |
| Derivative financial instruments      | (e)   |                      | 1,166                                     | -                                       | 1,166   |
| Interest-bearing loans and borrowings | (g)   |                      | -   | 405,505                                 | 405,505 |
| Other liabilities                     | 21    |                      | -   | 15,056                                  | 15,056  |
|                                       |       |                      | 1,166                                     | 457,637                                 | 458,803 |
| Total current                         |       |                      | 1,166                                     | 103,718                                 | 104,884 |
| Total non-current                     |       |                      | -   | 353,919                                 | 353,919 |

#### a) Government and corporate bonds

The Group has appointed Credit Suisse (Guernsey) Limited ('CSG') to act as an investment manager for certain assets in Addison Lee Insurance Limited. Under the terms of a discretionary portfolio management agreement, CSG invests in a balanced portfolio of segregated government and corporate bonds with the following investment limitations:

- Maximum portfolio duration: 5 years
- Maximum individual holding maturity: 8 years
- Maximum amount that maybe held with any one counterparty limit: 10% of the value of the portfolio with a maximum of £1 million.
- Minimum credit rating: A3 Moody's / A-Standard and Poor's.
- Minimum cash balance: 5% of the portfolio.
- No investment in instruments that suffer withholding tax.

The Group's holdings in corporate bonds form part of these portfolios. The Group manages these debt instruments on a fair-value basis in accordance with management policies, and also monitors the performance of the portfolio of investments on a fair value basis. These instruments are measured at fair value through the profit and loss.

## **ADDISON LEE HOLDINGS LIMITED**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

#### **20. Financial assets and financial liabilities (continued)**

##### **a) Government and corporate bonds (continued)**

|                                | <b>2018</b>  | <b>2017</b>  |
|--------------------------------|--------------|--------------|
|                                | <b>£'000</b> | <b>£'000</b> |
| Government and corporate bonds | <u>2,031</u> | <u>4,061</u> |

Certain investments, cash and cash equivalents and accrued investment income of Addison Lee Insurance Limited are subject to a security interest agreement in favour of the following party:

|                                    |              |              |
|------------------------------------|--------------|--------------|
| <i>Security held in favour of:</i> | <b>2018</b>  | <b>2017</b>  |
|                                    | <b>£'000</b> | <b>£'000</b> |
| (MIT) Syndicate 3210 at Lloyds     | -            | 85           |
| Aviva Insurance Limited            | <u>2,071</u> | <u>3,683</u> |
|                                    | <u>2,071</u> | <u>3,768</u> |

##### **b) Certificates of deposits**

The Addison Lee Purpose Trust has appointed Royal London Asset Management (C.I.) Limited ("RLAM") to act as investment manager. Under the terms of a discretionary portfolio management agreement, RLAM are permitted to invest in a balanced portfolio of securities and money market instruments within the following investment limitations.

- Deposits with approved institutions – maximum maturity 3 months;
- Certificates of deposit issued by approved institutions – maximum maturity 2 years
- Government securities and/or corporate bonds having a maximum maturity of 2 years and 1 year respectively where the issuer has a long term credit rating no lower than AA by Standard and Poor's and/or Moody's Investors Service.

The Group's holdings in certificates of deposit form part of these portfolios. The Group manages these debt instruments on a fair-value basis in accordance with management policies, and also monitors the performance of the portfolio of investments on a fair value basis. These instruments are measured at fair value through profit and loss.

These instruments are highly liquid and are readily convertible into known amounts of cash, which may be subject to some risk of change in value on early conversion

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 20. Financial assets and financial liabilities (continued)

#### b) Certificates of deposits (continued)

|                         | 2018<br>£'000 | 2017<br>£'000 |
|-------------------------|---------------|---------------|
| Certificates of deposit | 9,444         | 8,073         |

Certain investments including certificates of deposit, cash and cash equivalents and accrued investment income of Addison Lee purpose Trust are subject to a security interest agreement in favour of the following party:

|                                    |               |               |
|------------------------------------|---------------|---------------|
| <i>Security held in favour of:</i> | 2018<br>£'000 | 2017<br>£'000 |
| Aviva Insurance Limited            | 1,757         | 2,751         |
| QBE Insurance (Europe) Limited     | 7,590         | 4,772         |
|                                    | 9,347         | 7,523         |

#### c) Cash and cash equivalent

|                                      | 2018<br>£'000 | 2017<br>£'000 |
|--------------------------------------|---------------|---------------|
| Cash at bank                         | 7,206         | 30,643        |
| Cash - insurance (1)                 | 959           | 1,666         |
| Balances per statement of cash flows | 8,165         | 32,309        |

(1) Cash balances are funds held in the Addison Lee Purpose Trust that and Addison Lee Insurance Limited are subject to security interest agreement in favour of third parties, as set out in notes 20 (a) and 20 (b) above.

#### d) Trade and other receivables

|  | 2018<br>£'000 | 2017<br>£'000 |
|--|---------------|---------------|
| Trade receivables                                | 30,299        | 26,952        |
| Provision for impairment                         | (464)         | (452)         |
| Net trade receivables                            | 29,835        | 26,500        |
| Receivables from related parties                 | 3,296         | 3,323         |
| Other receivables, prepayment and accrued income | 12,224        | 10,620        |
| Total trade and other receivables                | 45,355        | 40,443        |

Trade receivables are non-interest bearing and are generally on terms of 30 days

As at 31 August 2018 trade receivables with an initial carrying value of £464,000 (2017: £452,000) were impaired and fully provided for.

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 20. Financial assets and financial liabilities (continued)

#### d) Trade and other receivables (continued)

##### Classification as trade and other receivables, prepayments and accrued income

Trade receivables are amounts due from customers for services performed in the ordinary course of the business. Loans and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. If collection of the amounts is expected in one year or less they are classified as current assets if not, they are presented as non-current assets. The trade receivables are generally due for settlement within 30 days and therefore are all classified as current.

##### Receivable from related parties

These amounts generally arise from transactions outside the usual operating activities of the Group. Interest is charged at commercial rates. Collateral is not normally requested.

##### Fair values of trade and other receivables

Due to short-term nature of the current receivables, their carrying amount is assumed to be the same as their fair value.

##### Impairment and risk exposure

Information about the impairment of trade and other receivables, their credit quality and the Group's exposure to credit risk and interest rate risk can be found in note 22.

#### e) Derivative financial instruments

The Group holds the following derivative instruments:

|  | 2018<br>£'000 | 2017<br>£'000 |
|--|---------------|---------------|
| Total of derivative financial instruments – current: |               |               |
| Interest rate swaps payable                          | (ii) -        | (1,166)       |

##### (1) Interest swap agreements

Addison Lee Financing Limited entered into two interest rate swap transactions on 29 April 2016 with HSBC and Lloyds Bank under which the Group receives a floating rate in exchange for fixed interest rate payments. The total nominal value of the swap is £150m, and they each matured on 31 August 2018. The fair value of the interest rate swaps held, based on their market values at balance sheet date, was a £nil (2017: net liability of £1.2m).



# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 20. Financial assets and financial liabilities (continued)

#### f) Trade and other payables

| Amounts due within one year                  | 2018<br>£'000 | 2017<br>£'000 |
|--|---------------|---------------|
| Trade payables                               | 22,705        | 13,638        |
| Payroll tax and other statutory liabilities  | 3,939         | 4,540         |
| Payable to related parties                   | 465           | 1,192         |
| Other payables, accruals and deferred income | 24,771        | 17,706        |
|  | <u>51,880</u> | <u>37,076</u> |

Trade creditors are non-interest bearing and are normally settled within 30 to 45 days. Amounts due to Group undertakings are payable on demand and bear interest on commercial terms as assessed periodically by the Group. Other liabilities are non-interest bearing and have an average term of less than six months.

The carrying amounts of trade payables are assumed to be the same as their fair values, due to their short term nature

#### g) Borrowings

Borrowings are repayable as follows:

|                            | Bank loans<br>and<br>overdraft | Loan from<br>related<br>parties | Loan<br>notes | Preference<br>shares and<br>dividends | Hire<br>purchase/<br>finance<br>lease<br>obligations | Total          |
|----------------------------|--------------------------------|---------------------------------|---------------|---------------------------------------|--|----------------|
|                            | £'000                          | £'000                           | £'000         | £'000                                 | £'000  | £'000          |
| <b>2018</b>                |                                |                                 |               |                                       |  |                |
| Current                    | 45,501                         | 985                             | -             | 40,635                                | 2,550  | 89,671         |
| Between one and five years | 196,035                        | -                               | -             | -                                     | 12,934   | 208,969        |
| After more than five years | -                              | -                               | 39,435        | 57,212                                | -  | 96,647         |
| Total borrowings           | <u>241,536</u>                 | <u>985</u>                      | <u>39,435</u> | <u>97,847</u>                         | <u>15,484</u>  | <u>395,287</u> |
| Current                    | 45,501                         | 985                             | -             | 40,635                                | 2,550  | 89,671         |
| Non-current                | <u>196,035</u>                 | <u>-</u>                        | <u>39,435</u> | <u>57,212</u>                         | <u>12,934</u>  | <u>305,616</u> |
| <b>2017</b>                |                                |                                 |               |                                       |  |                |
| Current                    | 19,765                         | 981                             | -             | 28,767                                | 12,348   | 61,861         |
| Between one and five years | 215,927                        | -                               | -             | -                                     | 30,409   | 246,336        |
| After more than five years | -                              | -                               | 39,395        | 57,913                                | -  | 97,308         |
| Total borrowings           | <u>235,692</u>                 | <u>981</u>                      | <u>39,395</u> | <u>86,680</u>                         | <u>42,757</u>  | <u>405,505</u> |
| Current                    | 19,765                         | 981                             | -             | 28,767                                | 12,348   | 61,861         |
| Non-current                | <u>215,927</u>                 | <u>-</u>                        | <u>39,395</u> | <u>57,913</u>                         | <u>30,409</u>  | <u>343,644</u> |

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## **ADDISON LEE HOLDINGS LIMITED**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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#### **20. Financial assets and financial liabilities (continued)**

##### **g) Borrowings (continued)**

###### *Senior bank debt, bank loans and overdrafts*

Bank borrowings are secured over the assets of the Group. The Group has £45.5m (2017: £19.8m) bank borrowings including revolving credit facilities that are payable within one year.

Of the £45.5m bank loans payable within one year, £34.9m (2017: £4.8m) is payable by instalments by 19 April 2019. Of the £196.2m bank loans that are payable between one and five years, £195.7m (2017: £211.1m) is repayable on maturity on 19 April 2020. Interest on these borrowings are generally charged either one-month or six-month GBP LIBOR plus a margin between 4.0075% and 4.7585%.

On 29 November 2018 and 11 February 2019, with the consent of the ING Bank N.V. acting on behalf of the Group's lenders, the termination date in respect of £30.0m and £4.9m respectively that was payable by 19 April 2019 was extended to 19 April 2020. Further details of this is provided in note 32.

Subsidiary undertakings, Addison Lee Group Limited, Addison Lee Financing and Addison Lee Midco II Limited has entered into a fixed and floating arrangement with ING Bank N.V., London branch on 19 April 2013 as amended on 7 July 2017, in respect of bank borrowings of fellow group companies including loans provided to Addison Lee Financing Limited. The bank borrowings as at 31 August 2018 are £230.6m (2017: £230.6m) and are secured over the assets of group companies.

Subsidiary undertakings, American Limousine LLC, ATH Transport LLC, Flyte Line Transportation LLC, American Transportation Holdings LLC, Tristar Service (US) Inc., Transportation Technology Services Inc., Tristar Chauffeur Management Inc. and Tristar Vehicle Leasing Inc., have entered into a secured revolving loan facility with M&T Bank, New York on 19 May 2016 as amended on 17 July 2018. The facility has a limit of US\$10m (£7.7m), of which US\$9.9m (£7.6m) has been drawn as at the year end.

Subsidiary undertaking, Addison Lee Limited entered into a floating unsecured overdraft arrangement with Barclays Bank Plc on 25 April 2018. The facility is reviewed annually and has a limit of £6m, of which £2.5m has been drawn as at the year end.

###### *Loans from related parties*

Loans from related parties accrue interest at a commercial rate determined by the Group. The loans are unsecured and repayable on demand.

###### *Loan notes*

Loan notes are stated net of issue costs of £0.2m (2017: £0.2m), and comprise the following:

£20.925m (2017: £20.925m) repayable October 2026 and accrue interest at 12% p.a.

£18.7m (2017: £18.7m) repayable July 2027 and accrue interest at 12% p.a.

###### *Hire purchase/finance lease obligations*

Assets acquired under hire purchase/finance lease contracts secured by the lessor's title to the leased assets.

# **ADDISON LEE HOLDINGS LIMITED**

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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### **20. Financial assets and financial liabilities (continued)**

#### **g) Borrowings (continued)**

##### *Preference shares and dividends*

Preference shares are non-voting, redeemable shares and are classified as financial liabilities. They are entitled to a 12% cumulative preferential dividend which is calculated based on the original subscription price of £70,129,000 and accrued on a daily basis, compounded annually. The balance of accrued dividends is reflected within current liabilities

During the year there was a preference share capital reduction whereby the nominal value of the shares was reduced from £0.01 to £0.00001 each.

##### *Fair value*

For borrowings the fair values are not materially different to their carrying amounts, since the interest payable on those borrowings is considered to be either close to current market rates or the borrowings are of a short-term nature.

##### **Risk exposures**

Details of the Group's exposure to risks arising from current and non-current borrowings are set out in note 22.

### **21. Other liabilities**

Other liabilities relate to operating lease arrangements accounted for under IFRS 16, the policy for which is set out in note 2. The liabilities relate primarily to property leases. The corresponding assets are included in right-of-use assets disclosed in note 14.

### **22. Financial risk management**

For the year ended 31 August 2018, Group's main exposures to financial risk have arisen due to:

- Credit risk resulting from the creditworthiness of both its customer base and of the banks which cash deposits have been placed.
- Interest rate and liquidity risk arising from the debt funding
- Foreign exchange fluctuations investments in subsidiaries

Financial risks are managed in line with the objectives and processes laid down by the Group.

##### **Foreign exchange – market risk**

Following the acquisition of the Tandem, Tristar and Flyte Tyme groups of companies in the United States, the Group's principal foreign exchange exposure is in the translation of net investments in its subsidiaries

Currency exposures arising from strategic transactions such as acquisitions or loans to subsidiaries are reviewed and hedged on a case by case basis.

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## ADDISON LEE HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

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#### 22. Financial risk management (continued)

##### Amounts recognized in profit or loss and other comprehensive income

During the year, the following foreign exchange related amounts were recognized in profit or loss and other comprehensive income:

|  | 2018<br>£'000 | 2017<br>£'000  |
|--|---------------|----------------|
| Net foreign exchange (loss)/gain recognised in the income statement: |               |                |
| Included in net financing cost                                       | <u>(746)</u>  | <u>548</u>     |
| Net loss recognised in other comprehensive income:                   |               |                |
| On translation of foreign operations                                 | <u>(295)</u>  | <u>(1,120)</u> |
|  |               |                |
|  | 2018<br>£'000 | 2017<br>£'000  |
| Impact on post tax profit  |               |                |
| USD/GBP exchange rate – US dollar strengthens / (weakens) by 5%      | <u>691</u>    | <u>462</u>     |

##### Interest rate – market risk

The Group's main interest rate risk arises from bank borrowings with variable interest rates. Interest rates on loan notes and lease obligations are fixed. A movement of 25 base points in interest rates would have impacted the financial statements as follows:

|   | 2018<br>£'000 | 2017<br>£'000 |
|---|---------------|---------------|
| Impact on post tax profit                                 |               |               |
| Interest rates – decrease / (increase) of 25 basis points | <u>209</u>    | <u>337</u>    |

Interest rate exposure arising from the Group's borrowing and deposit activities is managed by using a combination of fixed and variable rate debt instruments, and interest rate swaps.

##### Credit risk

Credit risk exists due to the possibility of the counterparty default between the date of asset recognition and date of settlement and arises on:

- Trade receivables owed by the Group's customers;
- Cash and cash equivalents deposited at banks; and
- Unsettled in the money derivative financial instruments

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 22. Financial risk management (continued)

Trade credit risk is managed primarily by the Group's credit control staff members, who assess creditworthiness and allocate credit limits based on information available from independent credit reference agencies together with past and current collections experience. The customer base is well diversified and there is no significant concentration of risk.

Cash deposits are held only with high grade banks and financial institutions.

#### Impairment factors

The Group assesses annually whether there is any evidence of impairment based on whether any of the following indicators are present:

- Default event, or financial difficulties suggestive that a default event is probable
- Significant delinquency in payments for any other reason

#### Liquidity risk

The Group's main liquidity risk arises from the maturity of its borrowings. Management agrees an annual funding and liquidity plan as part of the Group's annual budget, designed to ensure that the Group maintains a prudent liquidity buffer at all times and cash flow forecasts are regularly monitored against plans and budgets.

#### Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into Groupings based on their contractual maturity dates:

|                                  | Within 1<br>year | Between 1<br>and 5 years | After 5<br>years | Total          |
|----------------------------------|------------------|--------------------------|------------------|----------------|
|                                  | £'000            | £'000                    | £'000            | £'000          |
| <b>At 31 August 2018</b>         |                  |                          |                  |                |
| Trade and other payables         | 51,674           | -                        | -                | 51,674         |
| Borrowings                       | 89,671           | 208,969                  | 96,647           | 395,287        |
| Derivative financial instruments | -                | -                        | -                | -              |
| Financial liabilities            | <u>141,345</u>   | <u>208,969</u>           | <u>96,647</u>    | <u>446,961</u> |
| <b>At 31 August 2017</b>         |                  |                          |                  |                |
| Trade and other payables         | 37,076           | -                        | -                | 37,076         |
| Borrowings                       | 61,861           | 246,336                  | 97,308           | 405,505        |
| Derivative financial instruments | (1,166)          | -                        | -                | (1,166)        |
| Financial liabilities            | <u>97,771</u>    | <u>246,336</u>           | <u>97,308</u>    | <u>441,415</u> |

#### Maturities of other liabilities

|                   | Within 1<br>year | Between 1<br>and 5 years | After 5<br>years | Total  |
|-------------------|------------------|--------------------------|------------------|--------|
|                   | £'000            | £'000                    | £'000            | £'000  |
| At 31 August 2018 | 21,812           | 24,035                   | 10,246           | 56,093 |
| At 31 August 2017 | 4,781            | 6,772                    | 3,503            | 15,056 |

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 23. Provisions

|                               | Motor<br>claims | Insurance<br>technical | Lease<br>dilapid-<br>ations | Total        |
|-------------------------------|-----------------|------------------------|-----------------------------|--------------|
|                               | £'000           | £'000                  | £'000                       | £'000        |
| <b>As 1 September 2017</b>    | 6,230           | 2,973                  | 337                         | 9,540        |
| Charge for the year           | 6,116           | -                      | 111                         | 6,227        |
| Movements on technical claims | -               | (1,182)                | -                           | (1,182)      |
| Movements on motor claims     | (4,726)         | -                      | -                           | (4,726)      |
| <b>As at 31 August 2018</b>   | <b>7,620</b>    | <b>1,791</b>           | <b>448</b>                  | <b>9,859</b> |

Insurance technical provision comprises the following:

|                    | Notes | 2018<br>£'000 | 2017<br>£'000 |
|--------------------|-------|---------------|---------------|
| Claims outstanding |       | 1,718         | 2,868         |
| Unearned premium   |       | 73            | 105           |
|                    | 24    | <b>1,791</b>  | <b>2,973</b>  |

### 24. Insurance

The Group has a subsidiary set up to specifically cover the insurance needs of the operating subsidiaries within the Group. The detail of the claims history is set out below.

#### Claims development history

The following tables show the development of claims set out in note 23 over a period of time.

The policy period for each policy year runs as follows:

2010/11 to 2013/14: 16 November to 15 November

2014/15: 16 November 2014 to 26 November 2015

The total provided for a policy year at the first financial year end after the inception of that policy is therefore for part of the policy period only but it may include provision for unexpired risk in the remaining part of the policy period.

The Group conducts its insurance activities primarily through Addison Lee Insurance Limited ('insurance company').

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 24. Insurance (continued)

Estimate of ultimate claims costs gross:

|   | 2010/11<br>£'000 | 2011/12<br>£'000 | 2012/13<br>£'000 | 2013/14<br>£'000 | 2014/15<br>£'000 | Total<br>£'000 |
|---|------------------|------------------|------------------|------------------|------------------|----------------|
| <b>Position at end of reporting year:</b> |                  |                  |                  |                  |                  |                |
| One year later                            | 2,932            | 4,093            | 3,496            | 3,794            | 4,708            | -              |
| Two years later                           | 4,374            | 5,284            | 5,279            | 5,765            | 6,537            | -              |
| Three years later                         | 4,362            | 5,005            | 5,044            | 5,404            | 6,681            | -              |
| Four years later                          | 4,370            | 5,048            | 4,978            | 5,233            | 6,558            | 6,558          |
| Five years later                          | 4,231            | 5,080            | 5,031            | 5,236            | -                | 5,236          |
| Six years later                           | 4,264            | 5,170            | 4,956            | -                | -                | 4,956          |
| Seven years later                         | 4,346            | 5,155            | -                | -                | -                | 5,155          |
| Eight years later                         | 4,341            | -                | -                | -                | -                | 4,341          |
| Current estimate of cumulative claims     | 4,341            | 5,155            | 4,956            | 5,236            | 6,558            | 26,246         |
| Cumulative payments to date               | (4,295)          | (5,116)          | (4,814)          | (4,940)          | (5,290)          | (24,455)       |
| Liabilities recognised                    | 46               | 39               | 142              | 296              | 1,268            | 1,791          |

No claims development table is presented for the goods in transit policy as claims incurred are typically settled within one year.

#### Insurance risk management

The insurance company accepts insurance risk through its insurance contracts where it assumes the risk of loss from persons or organisations that are directly subject to the underlying loss. The insurance company is exposed to the uncertainty surrounding the timing, frequency and severity of claims under these contracts. The actual number and value of claims will vary from year to year and from the level estimated, possibly significantly.

The insurance company is exposed to inaccurate pricing of underwriting.

The insurance company accepts risks provided only that, among other considerations, the insurance company continues to be able to meet its solvency requirements as specified by the Guernsey Financial Services Commission ("the GFSC") and provided that the insurance company remains fully funded to a level sufficient to satisfy the GFSC, including due allowance being made for any capital contributions, inwards letters of credit and subordinated loans. All material changes to the underwriting program have to be notified to the GFSC, which has the power to object to any change that is proposed.

The insurance company manages its risk via its underwriting strategy within an overall risk management framework. Pricing is based on assumptions which have regard to trends and past experience. Exposures are managed by having documented underwriting limits and criteria.

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

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### 24. Insurance (continued)

#### Concentration risk

The insurance company only provides insurance cover to, and is therefore only exposed to, the insurance risks of Group entities and drivers who provide services to and receive services from Group entities. The insurance company underwrites a range of exposures covering the main areas of the Group's business and the contractual liabilities of drivers as follows:

- Motor deductible protection; and
- Motor deductible protection reinsurance

#### Assumptions and sensitivities

The risks associated with the insurance contracts are complex and subject to a number of variables which complicate quantitative sensitivity analysis. The insurance company uses several statistical and actuarial techniques based on past claims development experience. This includes indications such as claims cost and expected loss ratios.

The insurance company considers that the liability for insurance claims recognised in the statement of financial position is adequate. However, actual experience may differ from the expected outcome.

Some results of sensitivity testing are set out below, showing the impact on profit and the shareholder's equity. For each sensitivity, the impact of a change in a single factor is shown, with other assumptions unchanged.

|   | 2018<br>£'000 | 2017<br>£'000 |
|---|---------------|---------------|
| 5% increase in claims outstanding and IBNR reserves | 90            | 143           |
| 5% increase in loss ratios                          | <u>1,161</u>  | <u>1,161</u>  |



# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 AUGUST 2018

#### 25. Deferred taxation

Deferred tax assets and liabilities are offset where the Group or company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances, after offset, for financial reporting purposes:

|                                | Property,<br>plant and<br>equipment | Goodwill<br>and<br>intangible<br>assets | Other<br>assets | Total   |
|--------------------------------|-------------------------------------|---|-----------------|---------|
|                                | £'000                               | £'000                                   | £'000           | £'000   |
| <b>At 1 September 2016</b>     | 3,904                               | (3,373)                                 | 99              | 630     |
| Expense /(credit) for the year | (886)                               | 430                                     | 1,910           | 1,454   |
| Exchange adjustments           | -                                   | (1)                                     | -               | (1)     |
| <b>At 31 August 2017</b>       | 3,018                               | (2,944)                                 | 2,009           | 2,083   |
| Acquisitions and disposals     | -                                   | (1,907)                                 | -               | (1,907) |
| Expense /(credit) for the year | (522)                               | 1,682                                   | 500             | 1,660   |
| <b>At 31 August 2018</b>       | 2,496                               | (3,169)                                 | 2,509           | 1,836   |

Certain deferred tax assets and liabilities have been offset. The following is an analysis of the deferred tax balances after offset of assets and liabilities as presented within the statement of financial position:

|                          | 2018<br>£'000 | 2017<br>£'000 |
|--------------------------|---------------|---------------|
| Non-current:             |               |               |
| Deferred tax assets      | 2,524         | 2,083         |
| Deferred tax liabilities | (688)         | -             |
|                          | <u>1,836</u>  | <u>2,083</u>  |

The Group has not recognised gross temporary differences of £15.2m (2017: £nil) from US operations as it does not currently expect to be able to recover these amounts in the near term. The Group continues not to recognise a deferred tax asset in respect of a UK loss of £2.4m (2017: £2.4m) as it does not expect to use the loss in the foreseeable future. There is no expiry date in respect of utilisation of the temporary timing differences.

#### 26. Share capital

| Allotted, called up and fully paid                                  | 2018<br>£'000 | 2017<br>£'000 |
|---|---------------|---------------|
| 4,400,000 (2017: 4,400,000) ordinary 'A' shares of £0.01 each       | 44            | 44            |
| 600,000 (2017: 600,000) ordinary 'B' shares of £0.01 each           | 6             | 6             |
| 450,000 (2017: 450,000) ordinary 'C' shares of £0.07 each           | 32            | 32            |
| 150,000 (2017: 150,000) ordinary 'D' shares of £0.0001 each         | -             | -             |
| 20,000,000 (2017: 20,000,000) ordinary 'E' shares of £0.000001 each | -             | -             |
|   | <u>82</u>     | <u>82</u>     |

## **ADDISON LEE HOLDINGS LIMITED**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

#### **27. Treasury shares**

| <b>Cost of own equity instruments held</b>                | <b>2018<br/>£'000</b> | <b>2017<br/>£'000</b> |
|---|-----------------------|-----------------------|
| 249,000 (2017: 249,000) ordinary 'B' shares of £0.01 each | 416                   | 416                   |
| 90,625 (2017: nil) ordinary 'C' shares of £0.07 each      | 6                     | -                     |
| 12,500 (2017: nil) ordinary 'D' shares of £0.0001 each    | -                     | -                     |
|   | <u>422</u>            | <u>416</u>            |

During the year The Addison Lee Employee Benefit Trust sold and acquired shares in Addison Lee Holdings Limited from employees for a net amount of £15,973.

#### **28. Capital commitments**

Amounts contracted for but not provided in the financial statements:

|                | <b>2018<br/>£'000</b> | <b>2017<br/>£'000</b> |
|----------------|-----------------------|-----------------------|
| Motor vehicles | 20,512                | 4,091                 |
| Other          | 2,245                 | -                     |
|                | <u>22,757</u>         | <u>4,091</u>          |

#### **29. Related party transactions**

The following are transactions with related parties engaged by the Group during the year and the balances outstanding at the balance sheet date:

Transactions with companies under common control:

|   | <b>2018<br/>£'000</b> | <b>2017<br/>£'000</b> |
|---|-----------------------|-----------------------|
| <b>CIM Global LLC</b>                           |                       |                       |
| Monitoring fees charged/(credited) to the Group | 156                   | (924)                 |
| Balance due by the Group                        | <u>250</u>            | <u>694</u>            |

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 29. Related party transactions (continued)

#### Transactions with companies under common control (continued):

|  | 2018<br>£'000 | 2017<br>£'000 |
|--|---------------|---------------|
| <b>CEP III Alphyn I.S.C.A</b>  |               |               |
| <i>Transactions:</i>   |               |               |
| Preference share dividends payable by the Group                              | 11,868        | 12,150        |
| Reduction in preference share capital  | (701)         | -             |
| Sale of 199,000 ordinary 'B' shares in Addison Lee Holdings Ltd to the Group | -             | 332           |
| Loan to Addison Lee Employee Benefit Trust for purchase of shares            | 6             | 563           |
| <i>Balances outstanding:</i>   |               |               |
| Preference shares and accumulated dividends                                  | 97,847        | 86,680        |
| Loan to Addison Lee Employee Benefit Trust for purchase of shares            | 901           | 895           |
| Other balances due to the Group  | (1,295)       | (1,295)       |
| Balance outstanding  | <u>97,454</u> | <u>86,280</u> |
| <b>CEP III Alphyn Finco SARL</b>   |               |               |
| Loan note issued by the Group at nominal value:                              |               |               |
| 12% loan notes due October 2026  | 20,925        | 20,925        |
| 12% loan notes due July 2027   | 18,000        | 18,000        |
| Loan note Interest payable by the Group                                      | 7,140         | 2,595         |
| Balance outstanding  | <u>46,065</u> | <u>41,520</u> |
| <b>CEP III Participations Sarl SICAR</b>                                     |               |               |
| <i>Transactions:</i>   |               |               |
| Sale of 50,000 ordinary 'B' shares in the Parent to the Group                | -             | 84            |
| <i>Balances outstanding:</i>   |               |               |
| Loan to Addison Lee Employee Benefit Trust for purchase of shares            | <u>84</u>     | <u>84</u>     |
| <b>Transactions with associated undertaking:</b>                             |               |               |
|  | 2018<br>£'000 | 2017<br>£'000 |
| <b>Haulmont Technology Limited</b>   |               |               |
| Sales to the Group   | 2,314         | 2,527         |
| Balance payable by the Group   | <u>215</u>    | <u>498</u>    |

## **ADDISON LEE HOLDINGS LIMITED**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

#### **29. Related party transactions (continued)**

##### **Transactions with directors**

|   | <b>2018<br/>£'000</b> | <b>2017<br/>£'000</b> |
|---|-----------------------|-----------------------|
| <b>A Boland</b>   |                       |                       |
| 12% loan note issued by the Group at nominal value due July 2027            | 500                   | 500                   |
| Cumulative interest charged by the Group on a loan provided to the director | 156                   | 92                    |
| Balance of loan and interest owed to the Group                              | (2,001)               | (1,937)               |
| Interest charged by the director on a loan provided to the Group            | 63                    | 3                     |
| Balance of loan and interest owed by the Group                              | <u>563</u>            | <u>503</u>            |
| <b>C Tenwick</b>  |                       |                       |
| 12% loan note issued by the Group at nominal value due July 2027            | 200                   | 200                   |
| Interest charged on a loan provided to the Group                            | 25                    | 1                     |
| Balance of loan and interest owed by the Group                              | <u>225</u>            | <u>201</u>            |

##### **Compensation of key management personnel of the Group**

The key management of the Group are the directors.

|                         | <b>2018<br/>£'000</b> | <b>2017<br/>£'000</b> |
|-------------------------|-----------------------|-----------------------|
| Short-term benefits     | 837                   | 851                   |
| Post-employment benefit | 11                    | 13                    |
|                         | <u>848</u>            | <u>864</u>            |

Post-employment benefits relate to contributions to defined contribution schemes.

Remuneration disclosed above includes the following amounts paid to the highest paid director as follows:

|  | <b>2018<br/>£'000</b> | <b>2017<br/>£'000</b> |
|--|-----------------------|-----------------------|
| Total emoluments (excluding pension contributions) | 507                   | 480                   |
| Pension contributions                              | <u>507</u>            | <u>480</u>            |

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2018

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### 30. Controlling party

The ultimate parent undertaking and controlling party is Carlyle Europe Partners III L.P. The smallest and largest group preparing consolidated financial statements that incorporates the financial statement of the Company is headed by Addison Lee Holdings Limited, a company incorporated in England and Wales.

### 31. Cash generated from operations

Reconciliation of profit for the year to net cash inflow from operating activities:

|   | 2018<br>£'000   | 2017<br>£'000   |
|---|-----------------|-----------------|
| <b>Loss for the year</b>                          | <b>(36,748)</b> | <b>(19,193)</b> |
| <i>Adjustment for:</i>                            |                 |                 |
| Tax credit  | (2,113)         | (1,639)         |
| Depreciation of tangible fixed assets             | 28,589          | 23,846          |
| Amortisation of intangible assets                 | 10,276          | 7,394           |
| Impairment of intangible assets                   | 762             | -               |
| Fair value gains                                  | (1,216)         | (1,213)         |
| Share of profit of associate                      | (191)           | (341)           |
| Finance income                                    | (69)            | (910)           |
| Finance cost                                      | 34,265          | 28,785          |
| Gain on disposal of property, plant and equipment | (3,141)         | (572)           |
| (Increase)/decrease in inventory                  | (25)            | 104             |
| Increase in receivables                           | (2,914)         | (793)           |
| Increase in payables                              | 5,449           | 5,399           |
| Increase/(decrease) in provisions                 | 319             | (1,001)         |
| <b>Cash generated from operations</b>             | <b>33,243</b>   | <b>39,866</b>   |

## ADDISON LEE HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

#### 32. Events after the Balance Sheet Date

On 29 November 2018, with the consent of ING Bank N.V. acting on behalf of the Group's lenders, the termination date in respect of the Acquisition / Capex facility of £15.0m and the Revolving Facility of £15.0m falling due on 19 April 2019 was extended to 19 April 2020. Both of these facilities were fully drawn down at 31 August 2018. On 11 February 2019, the said lenders consented to extend the termination date in respect of Term Loan A of £4.9m which was falling due on 19 April 2019 to 19 April 2020. Details of the Group's borrowings are provided in note 20 (g)

On 15 February 2019 the investment property of Addison Lee Coaches classified as held for sale was sold for a consideration of £4.4m.

Since September 2018, the Group received loans of £23m from related parties to fund working capital requirements.

#### 33. Business combinations

On 1 September 2017, the Group acquired Transportation Technology Services Inc. ("Tandem") (see note 17 for details of the entities) for a consideration of US\$5.5m (£4.3m). The financial results of Tandem have been included in the Group's consolidated results from 1 September 2017.

Details of purchase consideration, the net assets acquired and goodwill are as follows:

| Year ended 31 August 2018      | \$'000 | £'000 |
|--------------------------------|--------|-------|
| <b>Consideration:</b>          |        |       |
| Cash to acquire 100% of shares | 5,536  | 4,277 |
| Total purchase consideration   | 5,536  | 4,277 |

Recognised amounts of identifiable assets acquired and liabilities assumed:

|  | Book value<br>£'000 | Fair value<br>£'000 |
|--|---------------------|---------------------|
| Intangible assets                              | 903                 | 5,760               |
| Existing goodwill                              | 697                 | -                   |
| Property, plant and equipment                  | 43                  | 43                  |
| Loan note deposits                             | 217                 | 217                 |
| Deferred tax asset/(liability)                 | 10                  | (1,907)             |
| Receivables                                    | 334                 | 334                 |
| Accruals and deferred income                   | (140)               | (140)               |
| Other current liabilities                      | (30)                | (30)                |
| Net borrowings                                 | (4,917)             | -                   |
| Net identifiable (liabilities)/assets acquired | (2,883)             | 4,277               |

## **ADDISON LEE HOLDINGS LIMITED**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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#### **Revenue and profit contribution**

The contribution by the acquired business for the reporting period included in the consolidated statement of comprehensive income since acquisition is as follows:

|                | <b>2018<br/>£'000</b> |
|----------------|-----------------------|
| Revenue        | 815                   |
| Loss after tax | (1,938)               |

## **ADDISON LEE HOLDINGS LIMITED**

### **COMPANY STATEMENT OF FINANCIAL POSITION FOR THE YEAR ENDED 31 AUGUST 2018**

|  | Notes | 2018<br>£'000   | 2017<br>£'000   |
|--|-------|-----------------|-----------------|
| <b>Fixed assets</b>  |       |                 |                 |
| Investments  | 4     | 69,178          | 69,178          |
| <b>Current assets</b>  |       |                 |                 |
| Debtors  | 5     | 10,282          | 6,035           |
| Cash at bank   |       | -               | 9,478           |
|  |       | 10,282          | 15,513          |
| <b>Creditors: amounts falling due within one year</b>          |       |                 |                 |
| Creditors  | 6     | (42,488)        | (38,586)        |
| <b>Net current liabilities</b>                                 |       | (32,206)        | (23,073)        |
| <b>Total assets less current liabilities</b>                   |       | 36,972          | 46,102          |
| <b>Creditors: amounts falling due after more than one year</b> | 7     | (57,213)        | (57,913)        |
| <b>Total net assets</b>  |       | <u>(20,241)</u> | <u>(11,808)</u> |
| <b>Capital and reserves</b>                                    |       |                 |                 |
| Called up share capital  | 8     | 82              | 82              |
| Share premium account  |       | 4,908           | 4,908           |
| Retained losses  |       | (25,231)        | (16,798)        |
| <b>Total shareholder's deficit</b>                             |       | <u>(20,241)</u> | <u>(11,808)</u> |

#### **Parent Company Statement of Profit and Loss for the Year Ended 31 August 2018**

No profit and loss account is presented for Addison Lee Holdings Limited as permitted under section 408 of the Companies Act 2006. The parent company's loss for the year ended 31 August 2018 is £9,134,000 (2017: loss of £8,401,000).

The prior year numbers have been reclassified for comparative purposes.

The financial statements were approved by the board of directors on 28/3/19 and signed on its behalf by:

  
S Gordon  
Director

Company Registration No. 08486509



# ADDISON LEE HOLDINGS LIMITED

## COMPANY STATEMENTS OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 AUGUST 2018

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|                                       | Issued<br>share<br>capital<br>£'000 | Share<br>premium<br>£'000 | Retained<br>losses<br>£'000 | Total<br>£'000  |
|---------------------------------------|-------------------------------------|---------------------------|-----------------------------|-----------------|
| <b>At 1 September 2016</b>            | 50                                  | 4,908                     | (8,394)                     | (3,436)         |
| Loss for the year                     | -                                   | -                         | (8,404)                     | (8,404)         |
| Other comprehensive income            | -                                   | -                         | -                           | -               |
| Total comprehensive loss for the year | -                                   | -                         | (8,404)                     | (8,404)         |
| Share capital issued                  | 32                                  | -                         | -                           | 32              |
| <b>At 31 August 2017</b>              | <b>82</b>                           | <b>4,908</b>              | <b>(16,798)</b>             | <b>(11,808)</b> |
| Loss for the year                     | -                                   | -                         | (9,134)                     | (9,134)         |
| Other comprehensive income            | -                                   | -                         | -                           | -               |
| Total comprehensive loss for the year | -                                   | -                         | (9,134)                     | (9,134)         |
| Preference share capital reduction    | -                                   | -                         | 701                         | 701             |
| <b>At 31 August 2018</b>              | <b>82</b>                           | <b>4,908</b>              | <b>(25,231)</b>             | <b>20,241</b>   |

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# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE COMPANY FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2018

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### 1. Authorisation of financial statements and statement of compliance with FRS101

The parent company financial statements of Addison Lee Holdings Limited (the "company") for the year ended 31 August 2018 were authorised for issue by the board of directors on \_\_\_\_\_, and the balance sheet was signed on the board's behalf by S Gordon. Addison Lee Holdings Limited is a private company incorporated and domiciled in the United Kingdom.

These financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) and the Companies Act 2006. FRS 101 sets out a reduced disclosure framework for a 'qualifying entity' as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted IFRS.

The financial statements are prepared under the historical cost convention except for investment properties and certain financial instruments measured at fair values. The directors have taken advantage of the exemption available under Section 408 of the Companies Act 2006 and not presented an income statement or a statement of comprehensive income for the Company.

The accounting policies of the Company follow the Group policies which are set out on pages 18 to 32 of the consolidated financial statements. The financial statements are prepared in British Pound Sterling and are rounded to the nearest thousand pounds (£000).

### 2. Accounting policies

#### Basis of preparation

The Company's date of transition to FRS 101 is 31 August 2015. The Company has notified its shareholders in writing about, and they do not object to, the use of the disclosure exemptions used by the Company in these financial statements. The accounting policies which follow have been applied in preparation of the financial statements for the year. The Company has taken advantage of the following disclosure exemptions under FRS 101:

- The requirements of paragraphs 62 B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS3 *Business Combinations*
- The requirements of IFRS 7 *Financial Instruments: Disclosures*
- The requirement of paragraph 91-99 of IFRS 13 *Fair Value Measurement*
- The requirement in paragraph 38 of IAS 1 *Presentation of Financial Statements* to present comparative information in respect of Paragraph 79(a)(iv) of IAS 1;
- The requirements of paragraphs 10(d), 10(f) and 134-136 of IAS 1 *Presentation of Financial Statements*
- The requirements of IAS 7 *Statement of Cash Flows*
- The requirements of paragraphs 30 and 31 of IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*
- The requirements of paragraph 17 of IAS 24 *Related Party Disclosures*
- The requirements in IAS 24 *Related Party Disclosures* to disclose related parties transactions entire into between two or more members of the Group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member (Group)
- The requirements of paragraph 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 *Impairment of Assets*

#### Judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts report for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. Details are set out on page 34 of these financial statements.

# **ADDISON LEE HOLDINGS LIMITED**

## **NOTES TO THE COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

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### **3. Employees**

The Company did not engage any employees (2017: none) and did not incur and employment related costs (2017: £nil) during the year.

### **4. Fixed asset investments**

|                                       | <b>2018</b>   | <b>2017</b>   |
|---------------------------------------|---------------|---------------|
|                                       | <b>£'000</b>  | <b>£'000</b>  |
| Investments in subsidiary undertaking | 47,558        | 47,558        |
| Loans to subsidiary undertakings      | 21,620        | 21,620        |
|                                       | <u>69,178</u> | <u>69,178</u> |

Investments and loans to subsidiary undertakings are held at cost. The Company has one direct subsidiary, Addison Lee Midco I Limited, and indirect subsidiaries which are reflected in note 17 of its consolidated financial statements – refer pages 46 to 48.

### **5. Debtors**

|                                     | <b>2018</b>   | <b>2017</b>  |
|-------------------------------------|---------------|--------------|
|                                     | <b>£'000</b>  | <b>£'000</b> |
| Amounts due from group undertakings | 1,291         | 318          |
| Other debtors                       | 8,991         | 5,717        |
|                                     | <u>10,282</u> | <u>6,035</u> |

### **6. Creditors: amounts falling due within one year**

|                                       | <b>2018</b>   | <b>2017</b>   |
|---------------------------------------|---------------|---------------|
|                                       | <b>£'000</b>  | <b>£'000</b>  |
| Trade creditors                       | 272           | 18            |
| Amounts due to group undertakings     | 1,533         | 9,628         |
| Other creditors                       | -             | 3             |
| Accruals and deferred income          | 48            | 170           |
| Accrued dividend on preference shares | 40,635        | 28,767        |
|                                       | <u>42,488</u> | <u>38,586</u> |

# ADDISON LEE HOLDINGS LIMITED

## NOTES TO THE COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018

### 7. Creditors: amounts falling due after more than one year

|                   | 2018<br>£'000 | 2017<br>£'000 |
|-------------------|---------------|---------------|
| Preference shares | 57,213        | 57,913        |
|                   | <u>57,213</u> | <u>57,913</u> |

During the year the company repaid nil (2017: £19,250,000) of loan notes.

Preference shares are non-voting, redeemable shares and are classified as financial liabilities due after more than five years. They are entitled to a 12% cumulative preferential dividend which is calculated based on the original subscription price of £70,129,000 and accrued on a daily basis, compounded annually. The balance of accrued dividends is reflected within current liabilities.

During the year the nominal value of each of the preference shares was reduced from £0.01 to £0.00001 each resulting in a credit to retained earnings of £700,590.

### 8. Share capital

| Allotted, called up and fully paid                                  | 2018<br>£'000 | 2017<br>£'000 |
|---|---------------|---------------|
| 4,400,000 (2017: 4,400,000) ordinary 'A' shares of £0.01 each       | 44            | 44            |
| 600,000 (2017: 600,000) ordinary 'B' shares of £0.01 each           | 6             | 6             |
| 450,000 (2017: 450,000) ordinary 'C' shares of £0.07 each           | 32            | 32            |
| 150,000 (2017: 150,000) ordinary 'D' shares of £0.0001 each         | -             | -             |
| 20,000,000 (2017: 20,000,000) ordinary 'E' shares of £0.000001 each | -             | -             |
|   | <u>82</u>     | <u>82</u>     |

### 9. Related parties transactions

The Company has taken advantage of exemptions not to disclose transactions with entities wholly owned by the group headed by Addison Lee Holdings Limited.

#### Key management

The key management of the Company are its directors. No director received any emoluments in relation to services provided to the Company.

# **ADDISON LEE HOLDINGS LIMITED**

## **NOTES TO THE COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2018**

---

### **10. Controlling parties**

The ultimate parent undertaking and controlling party is Carlyle Europe Partners III L.P. The smallest and largest group preparing consolidated financial statements that incorporates the financial statement of the Company is headed by Addison Lee Holdings Limited, a company incorporated in England and Wales.

### **11. Contingent liabilities**

Addison Lee Holdings Limited has given a guarantee under section 479C of the Companies Act to its subsidiary undertakings referred to in note 2(v) to the consolidated financial statements, to allow for the subsidiary undertakings to claim exemption, under section 479A of the Companies Act, from delivering audited individual statutory accounts.

A guarantee given under 479C of the Companies Act has the effect that the Company guarantees all outstanding liabilities to which the subsidiary undertaking is subject as at 31 August 2018 until they are satisfied in full.