

James M. Brown Limited

Report, Accounts and Information for Directors

31 December 2018

Registered Number: 00382434



James M. Brown Limited

Registered No. 00382434

DIRECTORS

M G Hughes (Chairman)
J N Perrie
W P Alexander
H D Winbow

SECRETARY

N Simcock

AUDITORS

Grant Thornton UK LLP
30 Finsbury Square
London
EC2A 1AG

BANKERS

Bank of Scotland
33 Old Broad Street
London EC2N 1HZ

REGISTERED OFFICE

Napier Street
Fenton
Stoke-on-Trent
Staffordshire ST4 4NX

PRINCIPAL RISKS AND UNCERTAINTIES

The company is engaged in the manufacture and sale of pigments and inorganic chemicals in both the UK and overseas markets.

The company has exposure to foreign currencies due to selling and purchasing some of its products in Euros and US Dollars. Wherever possible, the company uses foreign currency generated from sales to fund purchases made in that currency.

The company's credit risk is primarily attributable to its trade debtors. The company has no significant concentration of credit risk, with exposure spread over a number of customers. The amounts presented in this statement of financial position for trade debtors are net of allowances for doubtful debts.

Whilst the terms of Britain's withdrawal from the European Union have not been agreed, there remains the possibility of a withdrawal with no deal in place. The Company has, for some time now, been in contact with stakeholders likely to be directly or indirectly affected by the various possible outcomes and plans have been put in place to deal with the most difficult scenarios foreseen, identified as chemical regulation and port congestion.

TRENDS LIKELY TO AFFECT THE FUTURE DEVELOPMENT OF THE BUSINESS

Environmental legislation continues to pose the principal risk to the future of the business. The business environment in which we operate continues to be challenging. With these risks and uncertainties in mind, we are aware that any plans for the future development of the business may be subject to unforeseen events outside of our control. However we will continue to show flexibility and respond to market conditions as they arise.

The directors are pleased to report that the company's operations are conducted such that the company complies with all legal requirements and especially those relating to the environment and health and safety.

KEY PERFORMANCE INDICATORS

To assist in the monitoring of the company's performance, the following key performance indicators are used:

	2018	2017
Operating profit	£2.6m	£2.8m
Profit before taxation	£3.9m	£3.8m
Liquidity (Current assets / current liabilities)	5.4	6.1

All source data is taken from the audited financial statements.

ANALYSIS OF THE PERFORMANCE DURING THE YEAR

The company has reported a profit after tax for the year of £3.2m (2017: £3.0m) which has been transferred to accumulated profits.

By order of the board



N Simcock
Secretary

Date: 12th March 2019

EMPLOYEES

Employees are kept informed of matters concerning them by means of meetings, notices and direct communication.

MARKET VALUE OF LAND AND BUILDINGS

In the opinion of the directors the market value of freehold land and buildings exceeds its book value but, in the absence of a professional valuation, they are unable to quantify the amount.

FIXED ASSETS

The changes in fixed assets during the year are summarised in note 7 to the accounts.

DIVIDENDS

Dividends of £3,083,000 (2017: £742,000) were paid during the year.

DIRECTORS

The current directors of the company are Mr M G Hughes, Mr J N Perrie, Mr W P Alexander and Dr H D Winbow.

STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

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

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

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

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

The directors confirm that:

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

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Auditors

The auditors, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

By order of the board



N Simcock
Secretary

Date: 12th March 2019

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF JAMES M. BROWN LIMITED
(REGISTERED NO. 00382434)**

Opinion

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

In our opinion the financial statements:

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the 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 company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements;

- the strategic report and directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report under the Companies Act 2006

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

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

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

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Use of our report

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



UK LLP

Sergio Cardoso

Senior Statutory Auditor

for and on behalf of: Grant Thornton UK LLP

Statutory Auditor, Chartered Accountants

London

Date: 12 March 2019

STATEMENT OF COMPREHENSIVE INCOME
for the year ended 31 December 2018

		2018 £'000	2017 £'000
TURNOVER	2	14,424	14,297
Change in stocks of finished goods and work in progress		886	371
Other operating income		-	73
		<u>15,310</u>	<u>14,741</u>
Raw materials and consumables		7,717	6,891
Other external charges		1,394	1,288
Staff costs	3	2,819	2,793
Depreciation and amortisation of owned fixed assets		119	134
Other operating charges		668	800
		<u>12,717</u>	<u>11,906</u>
OPERATING PROFIT ON ORDINARY ACTIVITIES	5	2,593	2,835
Interest receivable		24	15
Income from investments		1,236	970
		<u>3,853</u>	<u>3,820</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		3,853	3,820
Tax on profit on ordinary activities	6	668	830
		<u>3,185</u>	<u>2,990</u>
PROFIT / TOTAL COMPREHENSIVE INCOME FOR THE FINANCIAL PERIOD		<u><u>3,185</u></u>	<u><u>2,990</u></u>

STATEMENT OF FINANCIAL POSITION

at 31 December 2018

		2018 £'000	2017 £'000
FIXED ASSETS			
Tangible assets	7	677	620
Investments	8	12,236	12,236
		<u>12,913</u>	<u>12,856</u>
CURRENT ASSETS			
Stocks	9	3,862	2,337
Debtors	10	2,394	2,576
Cash at bank and in hand		4,442	5,489
		<u>10,698</u>	<u>10,402</u>
CREDITORS: amounts falling due within one year	11	1,969	1,718
NET CURRENT ASSETS		<u>8,729</u>	<u>9,514</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>21,642</u>	<u>21,540</u>
NET ASSETS		<u><u>21,642</u></u>	<u><u>21,540</u></u>
CAPITAL AND RESERVES			
Called up share capital	12	4,950	4,950
General reserve	13	850	850
Profit and loss account	13	15,842	15,740
SHAREHOLDERS' FUNDS		<u><u>21,642</u></u>	<u><u>21,540</u></u>

The financial statements were approved by the Board of Directors and authorised for issue on 12th March 2018 and signed on its behalf by:

J N Perrie
Director



M G Hughes
Director



The notes on pages 10 to 20 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

at 31 December 2018

	<i>Share capital £'000</i>	<i>General reserve £'000</i>	<i>Profit and loss account £'000</i>	<i>Total £'000</i>
At 1 January 2017	4,950	850	13,492	19,292
Profit and total comprehensive income for the year	-	-	2,990	2,990
Dividends paid	-	-	(742)	(742)
At 31 December 2017	4,950	850	15,740	21,540
Profit and total comprehensive income for the year	-	-	3,185	3,185
Dividends paid	-	-	(3,083)	(3,083)
At 31 December 2018	4,950	850	15,842	21,642

The notes on pages 10 to 20 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2018

1. ACCOUNTING POLICIES

Statement of compliance

James M. Brown Limited is a limited liability company incorporated in England. The registered office is Napier Street, Fenton, Stoke-on-Trent, ST4 4NX.

Basis of preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis except for the modification to a fair value basis for certain financial instruments as specified in the accounting policies below. The accounts present information about the company as an individual undertaking and not about its group. The company is not required to prepare and deliver group accounts, as it is a wholly owned subsidiary of an EU parent company.

The company has adopted the following disclosure exemptions:

- the requirement to present a statement of cashflows and related notes;
- financial instrument disclosures including:
 - o categories of financial instruments;
 - o items of income, expense, gains or losses relating to financial instruments; and
 - o exposure to and management of financial risks.
 - o The requirement to disclose related party transactions that have taken place with other members of the group, under FRS102 section 33.

The financial statements are presented in Sterling (£).

The accounting policies remain unchanged from the prior year.

Stocks

Stocks are valued at the lower of cost and net realisable value. Cost comprises expenditure incurred in the normal course of business in bringing the stocks to their present location and condition and, in the case of work-in-progress and finished goods, an appropriate addition for production overheads. Net realisable value is the market price for materials.

Fixed assets

Fixed assets are stated at cost, net of depreciation and any provisions for impairment.

Depreciation

Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost or valuation, less estimated residual value, of each asset evenly over its expected useful life, as follows:

Freehold buildings	-	over 20 years
Plant and machinery	-	over 3 to 10 years
Motor vehicles	-	over 4 years

Fixed asset investments

The carrying values of investments are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable.

NOTES TO THE FINANCIAL STATEMENTS
at 31 December 2018

1. ACCOUNTING POLICIES (continued)

Foreign currencies

Transactions in foreign currencies are recorded at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are re-translated at the rate of exchange ruling at the statement of financial position date. All differences are taken to profit or loss.

Related Party Transactions

The company has taken advantage of the exemption not to disclose related party transactions with other members of the group under FRS102 section 33 - Related Party Disclosures, as it is a wholly owned subsidiary.

Turnover

Turnover represents the invoiced value of goods sold, stated net of value added tax, after deducting all credit notes, allowances and principally relates to one activity, the manufacture and sale of pigments and inorganic chemicals. Sales are recognised on despatch to customers.

Pension benefits

The company participates in the Tennants Consolidated Limited Pension Fund, operated by the ultimate parent company. Formerly a defined benefit scheme, on 31 January 2002 the defined benefit section was placed on a paid up basis and all members were invited to join a defined contribution section from that date.

Defined benefit section:

Pension benefits are funded over the employees' periods of service. The cost is calculated by an independent, qualified actuary and deficiencies or surpluses arising from triennial valuations of the group's scheme are amortised over the remaining service lives of employees.

It is not possible to identify the company's share of the underlying assets and liabilities on a consistent and reasonable basis and therefore the company accounts for contributions as if they were being paid into a defined contribution scheme.

Defined contribution section:

Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

NOTES TO THE FINANCIAL STATEMENTS
at 31 December 2018

1. ACCOUNTING POLICIES (continued)

Deferred taxation

Provision is made in full on an undiscounted basis for all taxation deferred in respect of timing differences that have originated but not reversed by the statement of financial position date, except for gains on disposal of fixed assets that will be rolled over into replacement assets. No provision is made for taxation on permanent differences.

Deferred tax assets are recognised to the extent that it is more likely than not that they will be recovered.

Investments

Investments are carried at cost.

Investment income

Interest on bank deposits is taken into account on an accruals basis. Income from other investments is accounted for when received.

Dividends

Dividends receivable are recognised as income when received. Related tax credits are reflected in the tax charge for the year. Dividends payable are shown as a deduction from accumulated profits.

Provisions

Provisions are recognised as a liability in the financial statements when the company has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation and a reliable estimate can be made of the obligation.

Research and Development

Research and development expenditure is written off in the year in which it is incurred.

NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2018

2. TURNOVER

	2018 £'000	2017 £'000
United Kingdom	7,609	7,727
Export	6,815	6,570
	<u>14,424</u>	<u>14,297</u>

The Directors have elected not to disclose turnover analysed by geographical market and class of business on the basis that the information would be seriously prejudicial to the interests of the company.

3. STAFF COSTS

	2018 £'000	2017 £'000
Wages and salaries	2,277	2,259
Social security costs	229	227
Pension costs for the defined contribution scheme	248	242
Additional contribution for the shortfall in the ultimate parent company's defined benefit pension scheme	65	65
	<u>2,819</u>	<u>2,793</u>

The average number of persons employed by the company during the year, including directors, was as follows:

	2018 No.	2017 No.
Management and administration	17	17
Sales	4	5
Production	46	48
	<u>67</u>	<u>70</u>

NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2018

4. DIRECTORS' EMOLUMENTS

	2018 £'000	2017 £'000
Emoluments (including benefits-in-kind)	482	448
Contributions to money purchase pension scheme	33	28
	<u> </u>	<u> </u>
	2018 No.	2017 No.
Members of defined benefit pension schemes	1	1
Members of defined contribution pension schemes	3	3
	<u> </u>	<u> </u>

A member of the defined contribution pension scheme is also a member of the defined benefit scheme but for deferred benefits only.

The aggregate emoluments of the highest paid director was £277,000 (2017: £264,000) and company pension contributions of £19,000 (2017: £16,000) were made to a money purchase scheme on their behalf.

5. OPERATING PROFIT

	2018 £'000	2017 £'000
This is stated after charging / (crediting):		
Net (gain) / loss on foreign currency transactions	(65)	117
Hire of plant and machinery	16	10
Auditors' remuneration	15	15
Fees for non-audit services	2	2
Depreciation of tangible fixed assets	119	134
Profit on disposal of tangible fixed assets	-	(40)
	<u> </u>	<u> </u>

NOTES TO THE FINANCIAL STATEMENTS
at 31 December 2018

6. TAXATION OF PROFIT ON ORDINARY ACTIVITIES

	2018 £'000	2017 £'000
Current tax:		
Corporation tax on profits of the period	19	707
Group relief payable	521	-
Overseas tax suffered	128	127
	<u>668</u>	<u>834</u>
Deferred tax asset	-	(4)
Tax on profit on ordinary activities	<u>668</u>	<u>830</u>

Factors affecting the tax charge for the period:

The tax assessed for the period is lower than (2017: higher than) the standard rate of corporation tax in the UK of 19% (2017:19.25%). The difference is explained below:

	2018 £'000	2017 £'000
Profit on ordinary activities before tax	<u>3,853</u>	<u>3,820</u>
Profit on ordinary activities multiplied by the relevant standard rate of corporation tax in the UK of 19% (2017:19.25%)	732	735
Other expenses not deductible for tax purposes	3	5
Non-taxable dividends	(73)	(37)
Depreciation for period in excess of capital allowances	3	(5)
Chargeable gains	-	131
R&D expenditure credits	3	1
	<u>668</u>	<u>830</u>

Deferred tax asset

	2018 £'000	2017 £'000
Accelerated capital allowances	11	11
Other timing differences	(22)	(22)
	<u>(11)</u>	<u>(11)</u>

NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2018

7. TANGIBLE FIXED ASSETS

	<i>Freehold land and buildings £'000</i>	<i>Motor vehicles £'000</i>	<i>Plant and Machinery £'000</i>	<i>Total £'000</i>
Cost:				
At 31 December 2017	1,775	40	4,615	6,430
Additions	8	17	151	176
Disposals	-	-	-	-
At 31 December 2018	1,783	57	4,766	6,606
Depreciation:				
At 31 December 2017	1,492	32	4,286	5,810
Disposals	-	-	-	-
Charged for the year	23	10	86	119
At 31 December 2018	1,515	42	4,372	5,929
Net book value:				
At 31 December 2018	268	15	394	677
At 31 December 2017	283	8	329	620

Freehold land and buildings

The gross book value of freehold land and buildings includes £1,669,000 (2017: £1,661,000) of depreciable assets.

NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2018

8. INVESTMENTS

<i>Name of company</i>	<i>Country of registration</i>	<i>Holding</i>	<i>%</i>	<i>Principal activity</i>	<i>Year end</i>
Multicel Pigmentos Industria e Commercials Ltda	Brazil	Quotas	100%	Manufacturing	31 Dec 2018

James M. Brown Limited is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

	£'000
At 31 December 2017 & 31 December 2018	12,236

9. STOCKS

	2018 £'000	2017 £'000
Raw materials and consumables	1,450	811
Work in progress	335	144
Finished goods and goods for resale	2,077	1,382
	<u>3,862</u>	<u>2,337</u>

Stocks are stated at the lower of the purchase/production cost and net realisable value.

Consignment stock

The Company has consignment stock contracts with suppliers. Goods received and corresponding liabilities are not recognised on the statement of financial position on the basis that the risks and rewards of ownership are retained by the supplier until goods are used by the Company, at which point the purchase price is determined based on published London Metal Exchange prices.

NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2018

10. DEBTORS

	2018 £'000	2017 £'000
Amounts falling due within one year:		
Trade debtors	1,987	2,385
Amounts owed by subsidiary undertaking	178	53
Amounts owed by fellow subsidiary undertakings	39	30
Other debtors	7	(9)
Deferred tax	11	7
Prepayments and accrued income	172	110
	<u>2,394</u>	<u>2,576</u>

11. CREDITORS: Amounts falling due within one year

	2018 £'000	2017 £'000
Trade creditors	1,206	793
Amounts owed to subsidiary undertaking	-	64
Amounts owed to fellow subsidiary undertakings	35	24
Corporation tax	496	401
Other taxes and social security costs	121	250
Accruals	111	186
	<u>1,969</u>	<u>1,718</u>

NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2018

12. SHARE CAPITAL

	<i>Authorised</i>	
	<i>2018</i> <i>£'000</i>	<i>2017</i> <i>£'000</i>
Ordinary shares of £1 each	500	500
"B" ordinary shares of £1 each	4,500	4,500
	<u>5,000</u>	<u>5,000</u>

	<i>Allotted, called up and fully paid</i>			
	<i>2018</i> <i>No.</i>	<i>2017</i> <i>No.</i>	<i>2018</i> <i>£'000</i>	<i>2017</i> <i>£'000</i>
Ordinary shares of £1 each	450,000	450,000	450	450
"B" ordinary shares of £1 each	4,500,000	4,500,000	4,500	4,500
	<u>4,950,000</u>	<u>4,950,000</u>	<u>4,950</u>	<u>4,950</u>

The "B" ordinary shares are non-voting but have the right to a dividend as decided by the directors. On a return of assets on a winding up, the ordinary shares would rank before the "B" ordinary shares.

13. RESERVES

The general reserve records the historic cost of provisions made from unappropriated profits for the specific purpose of providing for employees in the event that the Company closed.

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

14. DIVIDENDS

	<i>2018</i> <i>£'000</i>	<i>2017</i> <i>£'000</i>
Dividend paid	3,083	742
	<u>3,083</u>	<u>742</u>

NOTES TO THE FINANCIAL STATEMENTS
at 31 December 2018

15. PENSION COSTS

The company participates in the Tennants Consolidated Limited Pension Fund, a combined defined benefit and defined contribution scheme, operated by the ultimate parent company. An actuarial valuation of the scheme took place as at 30 September 2016 and further details are shown in the financial statements of Tennants Consolidated Limited.

The cost of the company's contributions to the defined contribution section of the Group scheme (note 3) amounted to £248,000 (2017: £242,000). Additional company contributions (note 3) in respect of the shortfall in the defined benefit section of the Group scheme amounted to £65,000 (2017: £65,000). There were no outstanding contributions (2016: £nil) payable to the fund at the statement of financial position date.

16. CONTINGENT LIABILITIES

The bank holds a terminal indemnity to H M Revenue & Customs for £50,000.

17. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The ultimate parent and controlling company is Tennants Consolidated Limited, a company incorporated in the United Kingdom. The address of the registered office of the parent company is 12 Upper Belgrave Street, London, SW1X 8BA.

The largest and smallest group of undertakings for which group accounts are produced is that headed by Tennants Consolidated Limited.

18. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption in FRS102 section 33 Related Party Disclosures from disclosing transactions with other members of the group.