

EXPAMET LIMITED

Registered number 569474

Annual Report and Financial Statements
For the year ended 31 December 2017



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Directors' Report

The Directors present their Report and audited Financial Statements for the year ended 31 December 2017. The Directors' Report has been prepared in accordance with the special provisions relating to small companies under section 415A of the Companies Act 2006, which also provides an exemption from the preparation of a Strategic Report under section 414B.

Principal activity

During the year ended 31 December 2017, the company's principal activity was that of a non-trading company. However, on 10 July 2017, the directors of the ultimate parent company, Hill & Smith Holdings PLC, took the decision to commence the rationalisation of a number of their subsidiary entities. This has resulted in the initiation of a number of transactions with other Group entities in advance of a proposed elimination of the Company. As the directors do not intend to commence trade and plan to liquidate the company, they have not prepared the financial statements on a going concern basis. The effect of this is explained in note 1. Its results for the year are set out in the Profit and Loss Account on page 5.

Business review and future developments

During the year, the Group undertook a rationalisation of the Group's corporate entity structure to reduce the number of dormant entities. This included waiving of a number of intra-group balances, realising a net loss in the Company of £1,157,000. The Directors do not expect a change in the Company's activities in the foreseeable future.

Research and development

The Company does not invest in research and development.

Dividends

No dividends were received during the year (2016: £nil). No dividends were paid or proposed (2016: £nil).

Directors

The Directors serving during the year and in the period up to the date of this Report were as follows:

D W Muir
C A Henderson

Political contributions

The Company made no political donations or incurred any political expenditure during the year.

Employees

The Company has no employees.

Disclosure of information to auditor

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

The Company was not audited in the prior year. KPMG LLP were appointed auditor in the period. Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the Board



C A Henderson
Director

29 September 2018

Westhaven House
Arleston Way
Shirley
Solihull
West Midlands
B90 4LH

Statement of Directors' responsibilities in respect of the Directors' Report and the Financial Statements

The Directors are responsible for preparing 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 they have elected to prepare the Financial Statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *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 profit or loss of the company for that period. In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so (as explained in note 1 the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis).

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent Auditor's Report to the members of Expamet Limited

Opinion

We have audited the Financial Statements of Expamet Limited ("the company") for the year ended 31 December 2017 which comprise the Statement of Profit and Loss Account and Other Comprehensive Expense, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Emphasis of matter - non-going concern basis of preparation

We draw attention to the disclosure made in note 1 to the financial statements which explains that the financial statements are now not prepared on the going concern basis for the reasons set out in that note. Our opinion is not modified in respect of this matter.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirements to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 2, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Independent Auditor's Report to the members of Expamet Limited (continued)

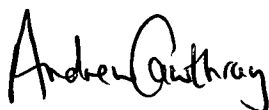
Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities

The purpose of our audit work and to whom we owe our responsibilities

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.



**Andrew Cawthray (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor**

28 September 2018

Chartered Accountants
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH
United Kingdom

Profit and Loss Account
for the year ended 31 December 2017

	<i>Note</i>	2017 £000	2016 £000
Reorganisation expense	3	(1,157)	-
Operating (loss) / result		(1,157)	-
Impairment of investments	3	-	-
(Loss) / result before taxation		(1,157)	-
Taxation on (loss) / result	5	-	-
(Loss) / result for the financial year		(1,157)	-
Other comprehensive expense			
<i>Items that will not be classified to profit or loss:</i>			
Taxation on other comprehensive income		-	-
Other comprehensive income for the year, net of tax		-	-
Total comprehensive expense for the year		(1,157)	-

The notes on pages 8 to 11 form part of the Financial Statements.

Balance Sheet
as at 31 December 2017

	Note	2017 £000	2016 £000
Current assets			
Debtors	6	-	1,159
		<hr/>	<hr/>
		-	1,159
Creditors: Amounts falling due within one year	7	-	(2)
		<hr/>	<hr/>
Net current assets		-	1,157
		<hr/>	<hr/>
Net assets		-	1,157
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	8	-	774
Profit and loss account		-	383
		<hr/>	<hr/>
Shareholder's funds		-	1,157
		<hr/>	<hr/>

The notes on pages 8 to 11 form part of the Financial Statements.

These Financial Statements were approved by the Board of Directors and signed on their behalf by:



C A Henderson
Director



D W Muir
Director

28 September 2018

Company No. 569474

Statement of Changes in Equity
for the year ended 31 December 2017

	Called up share capital £000	Profit and loss account £000	Total equity £000
Balance at 1 January 2016	774	383	1,157
Comprehensive income			
Result for the year	-	-	-
Other comprehensive income for the year	-	-	-
	<hr/>	<hr/>	<hr/>
At 31 December 2016	774	383	1,157
Comprehensive income			
Loss for the year	-	(1,157)	(1,157)
Other comprehensive income for the year	-	-	-
Transactions with owners recognised directly in equity			
Share capital reduction	(774)	774	-
	<hr/>	<hr/>	<hr/>
At 31 December 2017	-	-	-
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

Notes

(forming part of the Financial Statements)

1 Accounting policies

The following accounting policies have been applied consistently in the current and prior period in dealing with items which are considered material in relation to the Company's Financial Statements.

Basis of preparation

These Financial Statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

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

The Company's ultimate parent undertaking, Hill & Smith Holdings PLC includes the Company in its Consolidated Financial Statements. The Consolidated Financial Statements of Hill & Smith Holdings PLC are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Group Headquarters (see note 11).

In these Financial Statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

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

As the Consolidated Financial Statements of Hill & Smith Holdings PLC include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- IFRS 2 Share Based Payments in respect of group settled share based payments
- Certain disclosures required by IAS 36 Impairment of assets in respect of the impairment of goodwill and indefinite life intangible assets;
- Certain disclosures required by IFRS 3 Business Combinations in respect of business combinations undertaken by the Company; and
- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

Measurement convention

The Financial Statements are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: derivative financial instruments, financial instruments classified as fair value through the profit or loss or as available-for-sale, investment property and liabilities for cash-settled share-based payments. Non-current assets and disposal groups held for sale are stated at the lower of previous carrying amount and fair value less costs to sell.

Notes (continued)

1 Accounting policies (continued)

Going concern

In previous years, the financial statements have been prepared on a going concern basis. However, on 10 July 2017, the directors of the ultimate parent company, Hill & Smith Holdings PLC, took the decision to commence the rationalisation of a number of their subsidiary entities, including the Company. Accordingly the directors have not prepared the financial statements on a going concern basis. As there are no material assets remaining in the balance sheet, this decision has had no impact on the financial statements.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the Profit and Loss Account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the Balance Sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the Balance Sheet date.

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

2 Profit before taxation

Fees paid to KPMG LLP and its associates for non-audit services to the company itself are not disclosed because Hill & Smith Holdings PLC Group accounts are required to disclose such fees on a consolidated basis. The audit fees attributable to the Company for the year ended 31 December 2017 are incidental to the Company and were borne by Hill & Smith Holdings PLC. The Company was not audited in the prior year.

3 Reorganisation income

During the year, the Group undertook a rationalisation of the Group's corporate entity structure to reduce the number of dormant entities. This included waiving of a number of intra-group balances, realising a net loss in the Company of £1,157,000.

There were no reorganisation costs in the prior year.

4 Directors and employees

The Company had no employees during either the current or prior year and, as such, the aggregate payroll costs in both periods were £nil. The remuneration of the Directors are paid by another Hill & Smith Holdings PLC group company as their services to the Company are incidental to their services provided to other Hill & Smith Holdings PLC group companies.

Notes (continued)

5 Taxation on (loss) / result

Analysis of charge in year

	2017 £000	2016 £000
<i>UK corporation tax</i>		
Current tax for the year	-	-
	<hr/>	<hr/>
Current tax charge	-	-
	<hr/>	<hr/>

Factors affecting tax charge for the year

The effective current tax rate for the year is the lower than (2016: same as) the standard rate of corporation tax in the UK. The differences are explained below:

	2017 £000	2016 £000
<i>Total tax reconciliation</i>		
(Loss) / result before taxation	(1,157)	-
	<hr/>	<hr/>
(Loss) / result multiplied by the effective rate of corporation tax in the UK of 19.25% (2016: 20%)	(223)	-
	<hr/>	<hr/>
<i>Effects of:</i>		
Expenses not deductible for tax purposes	223	-
	<hr/>	<hr/>
Total tax charge	-	-
	<hr/>	<hr/>

6 Debtors

	2017 £000	2016 £000
Amounts owed by group undertakings	-	1,159
	<hr/>	<hr/>
	-	1,159
	<hr/>	<hr/>

Intercompany loans included within amounts owed by group undertakings are unsecured. Interest is charged at an arm's length rate.

Notes (continued)

7 Creditors: amounts falling due within one year

	2017 £000	2016 £000
Amounts owed to group undertakings	-	2
	<u>-</u>	<u>2</u>
	-	2
	<u>-</u>	<u>2</u>

Intercompany loans included within amounts owed to group undertakings are unsecured. Interest is charged at an arm's length rate.

8 Called up share capital

	2017 £000	2016 £000
<i>Allotted, called up and fully paid</i>		
32 (2016: 3,096,000) ordinary shares of 25p each	-	774
	<u>-</u>	<u>774</u>

On 10 October 2017, the Company reduced its share capital from 3,096,000 to 32 ordinary shares of 25p each.

9 Contingent liabilities

The Company has no contingent liabilities or guarantees (2016: £nil).

10 Related party transactions

As an ultimately wholly owned subsidiary of Hill & Smith Holdings PLC, the Company has taken advantage of the exemption available under FRS 101 not to disclose transactions that have been made between the Company and other fellow subsidiaries of Hill & Smith Holdings PLC.

11 Ultimate parent company

The immediate parent of the Company is Hawkshead Properties Limited, a company registered in England.

The ultimate parent of the Company is Hill & Smith Holdings PLC, a company registered in England. Copies of the Group Financial Statements may be obtained from Group headquarters:

Westhaven House
Arleston Way
Shirley
Solihull
B90 4LH

12 Post Balance Sheet events

There were no significant post Balance Sheet events.