

COMPANY REGISTERED NUMBER: 00734186

BENNETT & FOUNTAIN LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021



BENNETT & FOUNTAIN LIMITED

DIRECTORS' REPORT

The Directors present their report together with the audited financial statements of the Company for the year ended 31 December 2021.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The Company is a non-trading company. The results for the year ended 31 December 2021 and the financial position at the end of that financial year were satisfactory.

RESULTS AND DIVIDENDS

The results for the year ended 31 December 2021 are shown in the attached financial statements. The Directors do not propose the payment of a dividend (2020 - £Nil) and recommend that the loss for the financial year of £348,000 (2020 - £369,000) be transferred to reserves.

DIRECTORS

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were:

D B Christie (appointed 30 June 2021)
R D Goddard (resigned 30 June 2021)
D T McNair
W S Woof

GOING CONCERN

The Company's annual forecasts, show that the Company has access to adequate resources to continue in operational existence for the foreseeable future, due to the financial support in place from Marlowe Holdings Investments Limited. Marlowe Holdings Investments Limited have confirmed that they will support the Company in meeting its liabilities as they fall due for a minimum of 12 months from the date of signing these financial statements. As a result, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least 12 months from the date of signing these financial statements. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

DIRECTORS' AND OFFICERS' INDEMNITIES

The Company maintained throughout the year and to the date of approval of the financial statements liability insurance for its directors and officers. This is a qualifying third-party provision for the purposes of the Companies Act 2006.

BENNETT & FOUNTAIN LIMITED

DIRECTORS' REPORT (CONTINUED)

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year, under which the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

Under company law, 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 the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are 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 are also 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.

DISCLOSURE OF INFORMATION TO AUDITORS

So far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware. Each Director has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent Auditors

RSM UK Audit LLP were appointed as auditors during 2021 and have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be reappointed as auditors.

By order of the Board


W S WOOF
Company Secretary

Date: 26 September 2022

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF **BENNETT & FOUNTAIN LIMITED**

Opinion

We have audited the financial statements of Bennett & Fountain Limited (the 'Company') for the year ended 31 December 2021 which comprise the statement of comprehensive income, balance sheet, statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of its loss 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

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

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 contained within the annual report. 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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
BENNETT & FOUNTAIN LIMITED (CONTINUED)

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

Matters on which we are required to report by exception

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

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

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

Responsibilities of Directors

As explained more fully in the Directors' responsibilities 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, 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.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
BENNETT & FOUNTAIN LIMITED (CONTINUED)

The extent to which the audit was considered capable of detecting irregularities, including fraud (Continued)

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit. However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the Company operates in and how the Company is complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud; and
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures, inspecting correspondence with local tax authorities and evaluating advice received from tax advisors.

The audit engagement team identified the risk of management override of controls as the area where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing journal entries using data analytics and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business.

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

Use of our report

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



ALASTAIR JOHN RICHARD NUTTALL (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor Chartered Accountants
3 Hardman Street
Manchester
M3 3HF

Date: 26 September 2022

BENNETT & FOUNTAIN LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2021

	<u>Notes</u>	<u>2021</u> £000	<u>2020</u> £000
Interest payable and similar expenses	4	<u>(348)</u>	<u>(369)</u>
LOSS BEFORE TAXATION	5	(348)	(369)
Tax on loss	6	—	—
LOSS FOR THE FINANCIAL YEAR		(348)	(369)
Other comprehensive income		—	—
TOTAL COMPREHENSIVE EXPENSE FOR THE FINANCIAL YEAR		<u>(348)</u>	<u>(369)</u>

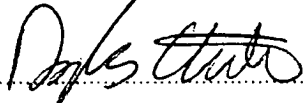
BENNETT & FOUNTAIN LIMITED
BALANCE SHEET AS AT 31 DECEMBER 2021

	<u>Notes</u>	<u>2021</u> £000	<u>2020</u> £000
CURRENT ASSETS			
Debtors	7	<u>7,053</u>	<u>7,053</u>
		7,053	7,053
CREDITORS: Amounts falling due within one year	8	<u>(21,854)</u>	<u>(21,506)</u>
NET CURRENT LIABILITIES		<u>(14,801)</u>	<u>(14,453)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(14,801)</u>	<u>(14,453)</u>
NET LIABILITIES		<u>(14,801)</u>	<u>(14,453)</u>
		<u>=====</u>	<u>=====</u>
CAPITAL AND RESERVES			
Called up share capital	9	11,957	11,957
Profit and loss account		<u>(26,758)</u>	<u>(26,410)</u>
TOTAL EQUITY		<u>(14,801)</u>	<u>(14,453)</u>
		<u>=====</u>	<u>=====</u>

The notes on pages 9 to 13 form part of these financial statements.

The financial statements on pages 6 to 13 were approved by the Board of Directors on 26 September 2022 and were signed on its behalf by:

DIRECTORS  D T McNAIR

 D B CHRISTIE

Company registered number: 00734186

BENNETT & FOUNTAIN LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2021

	<u>Called up</u> <u>share</u> <u>capital</u> £000	<u>Profit</u> <u>and loss</u> <u>account</u> £000	<u>Total</u> <u>equity</u> £000
At 1 January 2020	11,957	(26,041)	(14,084)
Total comprehensive expense for the financial year	-	(369)	(369)
At 31 December 2020	11,957	(26,410)	(14,453)
Total comprehensive expense for the financial year	-	(348)	(348)
At 31 December 2021	11,957	(26,758)	(14,801)

BENNETT & FOUNTAIN LIMITED
NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2021

1 COMPANY INFORMATION

The Company is a private company limited by shares and is incorporated in England. The address of its registered office is Edmundson House, PO Box 1, Tatton Street, Knutsford, Cheshire, WA16 6AY.

2 COMPLIANCE WITH ACCOUNTING STANDARDS

These financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland ("FRS 102") and the Companies Act 2006.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of presentation

These financial statements are prepared on a going concern basis under the historical cost convention.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting judgements and estimates. It also requires management to exercise its judgement in the process of applying the Company accounting policies (see page 11).

Going concern

The Company's annual forecasts, show that the Company has access to adequate resources to continue in operational existence for the foreseeable future, due to the financial support in place from Marlowe Holdings Investments Limited. Marlowe Holdings Investments Limited have confirmed that they will support the Company in meeting its liabilities as they fall due for a minimum of 12 months from the date of signing these financial statements. As a result, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least 12 months from the date of signing these financial statements. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

Exemptions for qualifying entities under FRS 102

FRS 102 paragraph 1.12 allows a qualifying entity certain disclosure exemptions, subject to certain conditions which have been complied with, including notification of and no objection to the use of exemptions by the Company's shareholders.

The Company has taken advantage of the following exemptions:

i. Statement of cash flow

The Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 102, paragraph 3.17(d) on the grounds that a consolidated cash flow statement is included in the financial statements of Marlowe Holdings Limited.

ii. Financial instrument disclosures

The Company has taken advantage of the exemption from the financial instruments disclosures required under FRS 102 paragraphs 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b), 11.48(c), 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A, as the information is provided in the consolidated financial statement disclosures of Marlowe Holdings Limited.

BENNETT & FOUNTAIN LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Exemptions for qualifying entities under FRS 102 (continued)

iii. Key management personnel compensation

The Company has taken advantage of the exemption from disclosing the Company key management personnel compensation pursuant to FRS 102 paragraph 33.7A.

iv. Related party disclosures

The Company has taken advantage of the exemption from disclosing the related party disclosures pursuant to FRS 102 paragraph 33.1A.

Taxation

Taxation for the year comprises current tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively. Current tax assets and liabilities are not discounted.

Current tax

Current tax is the amount of corporation tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the year end.

Functional and presentation currency

The Company's functional and presentation currency is the pound sterling and is rounded to thousands.

Financial instruments

The Company has chosen to adopt sections 11 and 12 of FRS 102 in respect of 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.

i. Financial assets

Basic financial assets, including trade and other receivables, cash and bank balances are initially recognised at the transaction price, unless they constitute a financing arrangement. These financial assets are subsequently carried at amortised cost using the effective interest method. The amortised cost is the net of the amounts at initial recognition, less any repayments and reductions for impairment. Where the transaction is a financing arrangement, it is measured at the present value of the future receipts discounted at a market rate of interest.

ii. Financial liabilities

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt are initially recognised at transaction price, unless the arrangement constitutes a financing transaction. Debt instruments are subsequently carried at amortised cost, using the effective interest method. The amortised cost is the net of the amounts at initial recognition, less any repayments of the principal. Where the transaction is a financing arrangement, it is measured at the present value of the future payments discounted at a market rate of interest.

Financial assets and liabilities that have no stated interest rate (and do not constitute a financing transaction) and are payable or receivable within one year, are initially measured at an undiscounted amount.

BENNETT & FOUNTAIN LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

iii. Offsetting

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Company reserves

The Company's reserves are as follows:

The called up share capital represents the nominal value of ordinary shares that have been issued. The ordinary shares have been classified as equity.

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

Critical accounting judgements and estimates

The Company makes judgements, estimates and assumptions concerning the future. The resulting accounting estimates will not always equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities during the next financial year are addressed below:

i. Impairment of debtors

The Company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debts and historical experience.

4 INTEREST PAYABLE AND SIMILAR EXPENSES

	<u>2021</u> <u>£000</u>	<u>2020</u> <u>£000</u>
Interest payable to group undertaking	348	369
	<u> </u>	<u> </u>

5 LOSS BEFORE TAXATION

The auditors' remuneration for the statutory audit of the Company was £2,000 (2020 - £2,000) and is borne by a fellow group undertaking and no recharge is made (2020 - £Nil).

BENNETT & FOUNTAIN LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

6 TAX ON LOSS

6 (a) Taxation - Analysis of result in year

	<u>2021</u> £000	<u>2020</u> £000
Current tax:		
UK corporation tax on the loss for the year	—	—
 Tax on loss	 —	 —
	<u>—</u>	<u>—</u>

6 (b) Taxation - Factors affecting result for year

The tax assessed for the year is higher (2020 - higher) than the standard rate of corporation tax in the UK. The differences are explained below.

	<u>2021</u> £000	<u>2020</u> £000
Loss before taxation	(348)	(369)
Loss before tax multiplied by the standard rate of corporation tax at 19.00% (2020 - 19.00%)	(66)	(70)
Effects of:		
Transfer pricing adjustments	66	83
Group relief losses surrendered at nil value	—	(13)
 Tax on loss	 —	 —
	<u>—</u>	<u>—</u>

6 (c) Taxation - Other comprehensive income

There is no tax recognised in other comprehensive income (2020 - £Nil).

6 (d) Taxation - Factors that may affect future tax charges

In March 2021, a change in the UK corporation tax rate was announced to increase the main rate of corporation tax from 19% to 25% from April 2023. This change was substantively enacted in May 2021 and has therefore been reflected in these financial statements.

7 DEBTORS

	<u>2021</u> £000	<u>2020</u> £000
Amounts owed by group undertakings	7,053	7,053
	<u>7,053</u>	<u>7,053</u>

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

BENNETT & FOUNTAIN LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

8 CREDITORS: Amounts falling due within one year

	<u>2021</u> £000	<u>2020</u> £000
Amounts owed to group undertakings	21,854	21,506

Amounts owed to group undertakings comprises a loan which is unsecured, repayable on demand and bears interest at a rate of 1.5% over the Bank of England base rate. There is no schedule of repayment relating to the loan.

9 CALLED UP SHARE CAPITAL

	<u>2021</u> £000	<u>2020</u> £000
<u>Allotted and fully paid</u>		
Equity:		
11,957,123 (2020 - 11,957,123) ordinary shares of £1 each	11,957	11,957

There is a single class of ordinary share. There are no restrictions on the distribution of dividends and the repayment of capital.

10 EMPLOYEES

The Company has no employees. The affairs of the Company are managed by employees on secondment from a fellow subsidiary for which no charge is made (2020 - £Nil).

11 DIRECTORS' EMOLUMENTS

No Director received any emoluments in respect of services to the Company during the year (2020 - £Nil).

12 PARENT UNDERTAKINGS

The ultimate parent undertaking and controlling party is Blackfriars Corporation, an American company incorporated in the State of Delaware.

The immediate parent undertaking is Marlowe Holdings Investments Limited, which is a wholly owned subsidiary of Marlowe Holdings Limited, a company registered in England. Marlowe Holdings Limited is the smallest and largest company to consolidate the financial statements of Bennett & Fountain Limited and copies of the financial statements of Marlowe Holdings Limited may be obtained from the Registrar of Companies, Companies House, Cardiff, CF14 3UZ.