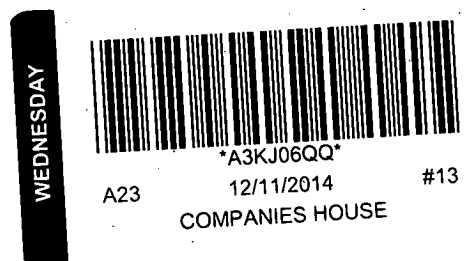


Northgate Vehicle Sales Limited

Report and Financial Statements

30 April 2014



Company Registration No. 2337128

REPORT AND FINANCIAL STATEMENTS 2014

OFFICERS

DIRECTORS

JE Mann
G Sullivan
MD Willink

SECRETARY

D Henderson FCIS

REGISTERED OFFICE

Norflex House
Allington Way
Darlington
DL1 4DY

STRATEGIC REPORT

The directors present their strategic report for Northgate Vehicle Sales Limited for the year ended 30 April 2014.

FAIR REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

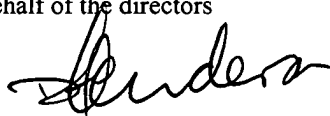
The Directors consider the performance of the Company to be satisfactory and expect the Company to continue trading as an agent of Northgate Vehicle Hire Limited for the foreseeable future.

The profit on ordinary activities after taxation for the financial year was £nil (2013: £nil). The Directors do not propose the payment of a dividend (2013: £nil).

PRINCIPAL RISKS AND UNCERTAINTIES AND KEY PERFORMANCE INDICATORS

The directors of Northgate plc, the ultimate parent company, manage the Group's risks and performance on a divisional basis, which is not aligned to statutory entities. For this reason Northgate Vehicle Sales Limited's directors believe that a discussion of the Group's risks and key performance indicators would not be appropriate for an understanding of the development, performance or position of Northgate Vehicle Sales Limited's business. The principal risks and uncertainties of Northgate plc, which include those of Northgate Vehicle Sales Limited, are discussed on pages 28 and 29 of the Group's Annual Report, which does not form part of this report. The key performance indicators of Northgate plc, which include those of Northgate Vehicle Sales Limited, are discussed on page 12 of the Group's Annual Report, which does not form part of this report.

Signed on behalf of the directors



D Henderson
Secretary
23 October 2014

DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements for the year ended 30 April 2014.

PRINCIPAL ACTIVITY

The principal activity of the Company is to act as an agent of Northgate Vehicle Hire Limited, its immediate Parent Company.

DIRECTORS

The Directors who served during the year and subsequently are shown on page 1.

GOING CONCERN

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report. The Directors have reviewed the Company's forecasts and projections taking account of reasonably possible downside sensitivities. The current economic conditions create uncertainty particularly over the level of demand for the Group's rental vehicles and for the disposal of vehicles.

The Directors have considered this uncertainty and have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

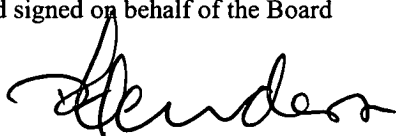
AUDITOR

In the case of each of the persons who are Directors of the Company at the date when this report was approved:

- So far as each of the Directors is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the Company's auditor is unaware; and
- Each of the Directors has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information (as defined) and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418(2) of the Companies Act 2006.

Approved by the Board of Directors
And signed on behalf of the Board



D Henderson
Secretary
23 October 2014

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the Annual 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 law). 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 judgments 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; 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 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 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NORTHGATE VEHICLE SALES LIMITED

We have audited the financial statements of Northgate Vehicle Sales Limited for the year ended 30 April 2014 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 6. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of Directors and auditor

As explained more fully in the Directors' Responsibilities Statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 April 2013 and of its result 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion 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.

Matters on which we are required to report by exception

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

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



Christopher Powell, FCA (Senior statutory auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Leeds, United Kingdom

23 October 2014

PROFIT AND LOSS ACCOUNT
Year ended 30 April 2014

	Note	2014 £	2013 £
TURNOVER	2	90,660,000	124,583,000
Other operating charges		<u>(90,660,000)</u>	<u>(124,583,000)</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE AND AFTER TAXATION	2	<u>-</u>	<u>-</u>

All results relate to continuing operations.

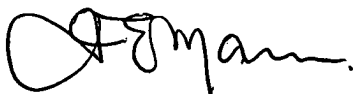
There are no recognised gains and losses for the current or preceding financial year other than as stated above. Therefore, no separate statement of total recognised gains and losses has been presented.

Northgate Vehicle Sales Limited

BALANCE SHEET
30 April 2014

	Note	2014 £	2013 £
CURRENT ASSETS			
Debtors: amounts due from parent undertaking		3	3
NET ASSETS		<u>3</u>	<u>3</u>
CAPITAL AND RESERVES			
Called up share capital	4	2	2
Profit and loss account		1	1
TOTAL SHAREHOLDERS' FUNDS		<u>3</u>	<u>3</u>

The financial statements were approved by the Board of Directors on 23 October 2014.
Signed on behalf of the Board of Directors:



JE Mann
Director

Company number 2337128

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 April 2014

1 ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards.

The principal accounting policies are summarised below. They have been applied consistently throughout the year and the preceding year.

Accounting convention

The financial statements are prepared under the historical cost convention.

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report. The Directors have reviewed the Company's forecasts and projections taking account of reasonably possible downside sensitivities. The current economic conditions create uncertainty particularly over the level of demand for the Group's rental vehicles and for the disposal of vehicles.

The Directors have considered this uncertainty and have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Cash flow statement

The Company is exempt from the requirements of FRS 1 (revised) to include a cash flow statement as part of its financial statements as it is a wholly owned subsidiary of a group preparing consolidated financial statements, which include a consolidated cash flow statement.

2 TURNOVER AND PROFITS

The Company does not trade on its own account but acts as an agent for its principal, Northgate Vehicle Hire Limited. Turnover represents the amounts receivable from customers with regard to the sale of vehicles. All turnover arises in the United Kingdom.

Auditor's remuneration for the year was £500 (2013 - £500) and was borne by the immediate parent company without any right of reimbursement for the year ended 30 April 2014.

3 INFORMATION REGARDING DIRECTORS AND EMPLOYEES

None of the Directors received any emoluments from the Company during the current or preceding year.

The total number of employees of the Company was 73 (2013 – 79). The staff costs of these employees are borne by Northgate Vehicle Hire Limited.

NOTES TO THE FINANCIAL STATEMENTS
Year ended 30 April 2014

	2014 £	2013 £
4 CALLED UP SHARE CAPITAL		
Allotted, called up and fully paid		
2 Ordinary shares of £1	<u>2</u>	<u>2</u>

5 RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption contained in FRS 8 not to disclose details of related party transactions with other group companies as it is a wholly owned subsidiary. The cost of the Annual Return was borne by the immediate parent Company, without any right of reimbursement.

6 ULTIMATE PARENT COMPANY

The ultimate parent Company is Northgate plc and the immediate parent Company is Northgate Vehicle Hire Limited. Both of these companies are registered in England and Wales. The parent undertaking of the only group which includes the Company and for which group financial statements are prepared is Northgate plc. Copies of the financial statements of Northgate plc and Northgate Vehicle Hire Limited can be obtained from Norflex House, Allington Way, Darlington, DL1 4DY.