

# **Acorn (Synergie) UK Limited**

Registered number: 3358220

## **Consolidated Directors' Report and financial statements**

**For the year ended 31 December 2014**



# ACORN (SYNERGIE) UK LIMITED

## COMPANY INFORMATION

---

<b>Directors</b>	M J Southall D Augereau Y Drouet
<b>Registered number</b>	3358220
<b>Registered office</b>	Somerton House Hazell Drive Newport Gwent NP10 8FY
<b>Independent auditors</b>	Mazars LLP Chartered Accountants & Statutory Auditor Park View House 58 The Ropewalk Nottingham NG1 5DW

# **ACORN (SYNERGIE) UK LIMITED**

## **CONTENTS**

---

	Page
<b>Group Strategic Report</b>	<b>1</b>
<b>Directors' Report</b>	<b>2 - 3</b>
<b>Independent Auditors' Report</b>	<b>4 - 5</b>
<b>Consolidated Profit and Loss Account</b>	<b>6</b>
<b>Consolidated Balance Sheet</b>	<b>7</b>
<b>Company Balance Sheet</b>	<b>8</b>
<b>Consolidated Cash Flow Statement</b>	<b>9</b>
<b>Notes to the Financial Statements</b>	<b>10 - 22</b>

# **ACORN (SYNERGIE) UK LIMITED**

## **GROUP STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2014**

---

### **Introduction**

The directors present their report and the financial statements for the year ended 31 December 2014.

### **Business review**

The principal activity of the group during the period was that of a recruitment agency encompassing the supply of temporary labour and provision of training services.

The group continues to operate within a highly fragmented and competitive marketplace, especially considering the challenges still being experienced across the UK economy and continued pressure from clients regarding trading terms and operating margins.

The UK temporary recruitment sector grew by 2.4% in 2014, reflecting a small increase in demand. The group outperformed the market generating 15% year on year growth in turnover from £102.9M to £118.4M.

The group continues to actively monitor potential acquisition opportunities in strategic, defined target sectors.

### **Principal risks and uncertainties**

The directors' report provides information in relation to the liquidity and credit risks faced by the business.

The recruitment industry can be impacted by macro-economic conditions and business confidence. A downturn in the UK economy could have a detrimental effect on turnover, although the temporary sector can be more resilient compared to permanent recruitment.

The directors monitor and assess changes in legislation regularly to ensure that any legal or compliance risk is managed appropriately.

### **Financial key performance indicators**

The directors monitor the group financial performance against strategic objectives utilising key performance indicators (KPI's) on a regular basis. These KPI's include Turnover, Gross Margin, Net Profit and Days Sales Outstanding (DSO).

No material uncertainties that may cast significant doubt about the ability of the company and group to continue as a going concern have been identified by the directors.

This report was approved by the board on 2 June 2015 and signed on its behalf.



.....  
**M J Southall**  
Director

# ACORN (SYNERGIE) UK LIMITED

## DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

---

The directors present their report and the financial statements for the year ended 31 December 2014.

### Directors' responsibilities statement

The directors are responsible for preparing the Group 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 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 the group and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

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

### Results and dividends

The profit for the year, after taxation and minority interests, amounted to £663,296 (2013 - £839,012).

The group paid a dividend to minority interests of £165,300 (2013: £43,497) during the year. No further dividend is proposed.

### Directors

The directors who served during the year were:

M J Southall  
D Augereau  
Y Drouet

### Financial instruments

#### Liquidity risk

The group manages its cash and borrowing requirements centrally to maximise interest income and minimise interest expense, whilst ensuring that the group has sufficient liquid resources to meet the operating needs of its businesses.

#### Interest rate borrowings

The group is exposed to cash flow interest rate risk on floating rate deposits, bank overdrafts and loans.

# **ACORN (SYNERGIE) UK LIMITED**

## **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2014**

---

### **Credit risk**

Investments of cash surpluses and borrowings are made through banks and companies which must fulfil credit rating criteria approved by the group. All customers who wish to trade on credit terms are subject to credit verification procedures. Receivable balances are monitored on an ongoing basis and provision is made for doubtful debts where necessary.

### **Employee involvement**

The group is committed to providing equality of opportunity for all existing and potential employees and aims to treat all of its employees fairly in every aspect of employment, in particular by providing clear and fair terms of employment.

The group ensures that employees have access to information that enables them to contribute and participate fully in the group's achievement of its objectives.

### **Disabled employees**

Applications for employment by disabled persons are fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure their employment with the group continues and appropriate training is arranged. It is the policy of the group that training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

### **Qualifying third party indemnity provisions**

The directors have no third party indemnity provisions in place.

### **Disclosure of information to auditors**

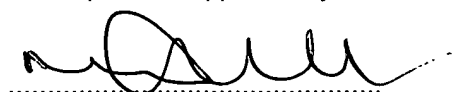
Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company and the group's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company and the group's auditors are aware of that information.

### **Auditors**

The auditors, Mazars LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.



**M J Southall**  
Director

2 June 2015

# **ACORN (SYNERGIE) UK LIMITED**

## **INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ACORN (SYNERGIE) UK LIMITED**

---

We have audited the financial statements of Acorn (Synergie) UK Limited for the year ended 31 December 2014 which comprise the group Profit and Loss Account, the group and company Balance Sheets, the group Consolidated Cash Flow Statement and the related notes. 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).

### **Respective responsibilities of directors and auditors**

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.

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. 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 Auditors' 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.

### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

### **Opinion on the financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2014 and of the group's 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.

### **Opinion on the other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report and Strategic Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## ACORN (SYNERGIE) UK LIMITED

### INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ACORN (SYNERGIE) UK LIMITED

---

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



Martin Rogers (Senior Statutory Auditor)

for and on behalf of Mazars LLP

Chartered Accountants and Statutory Auditor

58 The Ropewalk  
Nottingham  
NG1 5DW

1<sup>st</sup> July 2015



# ACORN (SYNERGIE) UK LIMITED

## CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014

	Note	2014 £	2013 £
Turnover	1,2	118,429,040	102,858,385
Cost of sales		(104,635,317)	(88,974,829)
<b>Gross profit</b>	<b>4</b>	<b>13,793,723</b>	<b>13,883,556</b>
Administrative expenses		(12,669,060)	(12,125,523)
Other operating income	3	65,828	98,753
<b>Operating profit</b>	<b>4</b>	<b>1,190,491</b>	<b>1,856,786</b>
Interest receivable and similar income		1,282	9,795
Interest payable and similar charges	8	(302,973)	(295,677)
<b>Profit on ordinary activities before taxation</b>		<b>888,800</b>	<b>1,570,904</b>
Tax on profit on ordinary activities	9	(362,862)	(579,013)
<b>Profit on ordinary activities after taxation</b>	<b>17</b>	<b>525,938</b>	<b>991,891</b>
Minority interests		137,358	(152,879)
<b>Profit for the financial year</b>	<b>17</b>	<b>663,296</b>	<b>839,012</b>

All amounts relate to continuing operations.

There were no recognised gains and losses for 2014 or 2013 other than those included in the Profit and Loss Account.

The notes on pages 10 to 22 form part of these financial statements.

**ACORN (SYNERGIE) UK LIMITED**

Registered number: 3358220

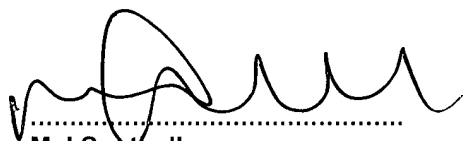
**CONSOLIDATED BALANCE SHEET  
AS AT 31 DECEMBER 2014**

	Note	£	2014 £	£	2013 £
<b>Fixed assets</b>					
Intangible assets	10		7,571,955		8,362,221
Tangible assets	11		514,084		672,081
Investments	12		31,000		31,000
			<u>8,117,039</u>		<u>9,065,302</u>
<b>Current assets</b>					
Debtors	13	28,576,852		26,157,244	
Cash at bank		1,088,457		61,664	
		<u>29,665,309</u>		<u>26,218,908</u>	
<b>Creditors:</b> amounts falling due within one year	14	(19,126,529)		(16,980,154)	
<b>Net current assets</b>			<u>10,538,780</u>		<u>9,238,754</u>
<b>Total assets less current liabilities</b>			<u>18,655,819</u>		<u>18,304,056</u>
<b>Creditors:</b> amounts falling due after more than one year	15		(14,500,000)		(14,508,873)
<b>Net assets</b>			<u><u>4,155,819</u></u>		<u><u>3,795,183</u></u>
<b>Capital and reserves</b>					
Called up share capital	16		675		675
Share premium account	17		955,191		955,191
Capital redemption reserve	17		350		350
Profit and loss account	17		3,139,797		2,641,801
<b>Shareholders' funds</b>	18		<u>4,096,013</u>		<u>3,598,017</u>
<b>Minority interests</b>	20		<u>59,806</u>		<u>197,166</u>
			<u><u>4,155,819</u></u>		<u><u>3,795,183</u></u>

The notes on pages 10 to 22 form part of these financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

2 June 2015



.....  
M J Southall  
Director

**ACORN (SYNERGIE) UK LIMITED**

Registered number: 3358220

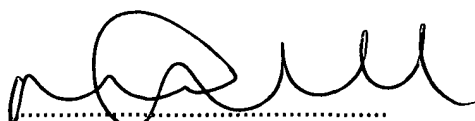
**COMPANY BALANCE SHEET****AS AT 31 DECEMBER 2014**

	Note	£	2014 £	£	2013 £
<b>Fixed assets</b>					
Investments	12		14,986,689		14,986,689
<b>Current assets</b>					
Debtors	15	9,870		90,391	
<b>Creditors: amounts falling due within one year</b>	14	(1,762,191)		(2,192,358)	
<b>Net current liabilities</b>			(1,752,321)		(2,101,967)
<b>Total assets less current liabilities</b>			13,234,368		12,884,722
<b>Creditors: amounts falling due after more than one year</b>	15		(11,000,000)		(11,000,000)
<b>Net assets</b>			2,234,368		1,884,722
<b>Capital and reserves</b>					
Called up share capital	16		675		675
Share premium account	17		955,191		955,191
Capital redemption reserve	17		350		350
Profit and loss account	17		1,278,152		928,506
<b>Shareholders' funds</b>	18		2,234,368		1,884,722

The notes on pages 10 to 22 form part of these financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

2 June 2015



M J Southall  
Director

# ACORN (SYNERGIE) UK LIMITED

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2014

	Note	2014 £	2013 £
Net cash flow from operating activities	21	2,067,128	814,746
Returns on investments and servicing of finance	22	(301,693)	(285,713)
Taxation		(575,072)	(116,749)
Capital expenditure and financial investment	22	(52,232)	(246,123)
Dividends paid to minority interests		(165,300)	(43,497)
<b>Cash inflow before financing</b>		<b>972,831</b>	<b>122,664</b>
Financing	22	7,481	(89,328)
<b>Increase in cash in the year</b>		<b>980,312</b>	<b>33,336</b>

## RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT FOR THE YEAR ENDED 31 DECEMBER 2014

	2014 £	2013 £
Increase in cash in the year	980,312	33,336
Cash (inflow)/outflow from (increase)/decrease in debt and lease financing	(7,481)	89,328
<b>Movement in net debt in the year</b>	<b>972,831</b>	<b>122,664</b>
Net debt at 1 January 2014	(14,468,401)	(14,591,065)
<b>Net debt at 31 December 2014</b>	<b>(13,495,570)</b>	<b>(14,468,401)</b>

The notes on pages 10 to 22 form part of these financial statements.

# ACORN (SYNERGIE) UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

---

### 1. Accounting Policies

#### 1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

#### 1.2 Basis of consolidation

The financial statements consolidate the accounts of Acorn (Synergie) UK Limited and all of its subsidiary undertakings ('subsidiaries').

#### 1.3 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts.

#### 1.4 Intangible fixed assets and amortisation

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities. It is amortised to the Profit and Loss Account over its estimated economic life.

#### 1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Freehold property	-	2% straight line
Motor vehicles	-	20% straight line
Fixtures & fittings	-	20% straight line

#### 1.6 Investments

- (i) **Subsidiary undertakings**  
Investments in subsidiaries are valued at cost less provision for impairment.
- (ii) **Other investments**  
Investments held as fixed assets are shown at cost less provision for impairment.

#### 1.7 Leasing and hire purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the Profit and Loss Account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

#### 1.8 Operating leases

Rentals under operating leases are charged to the Profit and Loss Account on a straight line basis over the lease term.

# ACORN (SYNERGIE) UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

---

### 1. Accounting Policies (continued)

#### 1.9 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the Profit and Loss Account.

#### 1.10 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

### 2. Turnover

All turnover arose within the United Kingdom except £2,196,837 (2013: 647,971) which arose within Australia.

The whole of the turnover and profit before taxation is attributable to recruitment agency, supplier of temporary labour and provision of training services.

### 3. Other operating income

	2014 £	2013 £
Other operating income	58,228	91,153
Net rents receivable	7,600	7,600
	<u>65,828</u>	<u>98,753</u>

### 4. Operating profit

The operating profit is stated after charging/(crediting):

	2014 £	2013 £
Amortisation - intangible fixed assets	790,266	790,266
Depreciation of tangible fixed assets:		
- owned by the group	230,293	234,494
Operating lease rentals:		
- plant and machinery	42,733	39,196
- other operating leases	946,485	942,539
Difference on foreign exchange	24,566	56,496
	<u>1,994,343</u>	<u>2,063,191</u>

# ACORN (SYNERGIE) UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

### 5. Auditors' remuneration

	2014 £	2013 £
Fees payable to the group's auditor for the audit of the group and subsidiaries annual accounts	39,250	36,000
Fees payable to the company's auditor and its associates in respect of:		
All assurance services not included above	7,100	6,950
Corporate finance services not included above	7,500	-
	<u>7,500</u>	<u>-</u>

### 6. Staff costs

Staff costs, including directors' remuneration, were as follows:

	2014 £	2013 £
Wages and salaries	7,164,230	6,542,166
Social security costs	715,402	657,781
Other pension costs	75,352	42,296
	<u>7,954,984</u>	<u>7,242,243</u>

The average monthly number of employees, including the directors, during the year was as follows:

	2014 No.	2013 No.
Sales and administration	<u>255</u>	<u>231</u>

### 7. Directors' remuneration

	2014 £	2013 £
Remuneration	<u>263,414</u>	<u>261,284</u>

The highest paid director received remuneration of £263,414 (2013 - £261,284).

### 8. Interest payable

	2014 £	2013 £
On bank loans and overdrafts	4,671	1,024
On loans from group undertakings	165,990	164,123
Other interest payable	132,312	130,530
	<u>302,973</u>	<u>295,677</u>

# ACORN (SYNERGIE) UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

### 9. Taxation

	2014 £	2013 £
UK corporation tax charge on profit for the year	362,862	579,013

#### Factors affecting tax charge for the year

The tax assessed for the year is higher than (2013 - higher than) the standard rate of corporation tax in the UK of 21.49% (2013 - 23.25%). The differences are explained below:

	2014 £	2013 £
Profit on ordinary activities before tax	888,800	1,570,904
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 21.49% (2013 - 23.25%)	191,003	365,235
<b>Effects of:</b>		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	35,104	20,354
Depreciation and amortisation for year in excess of capital allowances	117,989	123,154
Other adjustments	18,766	14,593
Unrelieved loss on disposal of operation	-	72,241
Unrelieved loss on foreign subsidiaries	-	(16,564)
<b>Current tax charge for the year (see note above)</b>	<b>362,862</b>	<b>579,013</b>

#### Factors that may affect future tax charges

There were no factors that may affect future tax charges.



# ACORN (SYNERGIE) UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

### 10. Intangible fixed assets

	<b>Goodwill £</b>
<b>Group</b>	
<b>Cost</b>	
At 1 January 2014 and 31 December 2014	14,985,871
<b>Amortisation</b>	
At 1 January 2014	6,623,650
Charge for the year	790,266
At 31 December 2014	7,413,916
<b>Net book value</b>	
At 31 December 2014	7,571,955
At 31 December 2013	8,362,221

Goodwill arising on acquisitions is being amortised over 5 years. In the opinion of the directors, this represents a prudent estimate of the period over which the group will derive economic benefit from the trade and assets acquired.

### 11. Tangible fixed assets

	<b>Freehold property £</b>	<b>Motor vehicles £</b>	<b>Fixtures &amp; fittings £</b>	<b>Total £</b>
<b>Group</b>				
<b>Cost</b>				
At 1 January 2014	89,828	642,036	447,889	1,179,753
Additions	-	-	72,862	72,862
Disposals	(5,005)	-	(52,280)	(57,285)
Foreign exchange movement	-	(2,874)	5,922	3,048
At 31 December 2014	84,823	639,162	474,393	1,198,378
<b>Depreciation</b>				
At 1 January 2014	75,980	194,200	237,492	507,672
Charge for the year	13,813	129,359	87,136	230,308
On disposals	(5,005)	-	(52,280)	(57,285)
Foreign exchange movement	-	1,157	2,442	3,599
At 31 December 2014	84,788	324,716	274,790	684,294
<b>Net book value</b>				
At 31 December 2014	35	314,446	199,603	514,084
At 31 December 2013	13,848	447,836	210,397	672,081

# ACORN (SYNERGIE) UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

### 12. Fixed asset investments

		Unlisted investments £
<b>Group</b>		
<b>Cost or valuation</b>		
At 1 January 2014 and 31 December 2014		31,000
<b>Net book value</b>		
At 31 December 2014		31,000
At 31 December 2013		31,000
		<b>Investments in subsidiary companies £</b>
<b>Company</b>		
<b>Cost or valuation</b>		
At 1 January 2014 and 31 December 2014		14,986,689
<b>Net book value</b>		
At 31 December 2014		14,986,689
At 31 December 2013		14,986,689

Details of the principal subsidiaries can be found under note number 28.

### 13. Debtors

	<b>Group</b>		<b>Company</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Trade debtors	27,374,647	24,898,002	-	-
Corporation tax	-	-	9,870	10,348
Other debtors	362,314	309,714	-	80,043
Prepayments and accrued income	839,891	949,528	-	-
	<u>28,576,852</u>	<u>26,157,244</u>	<u>9,870</u>	<u>90,391</u>

# ACORN (SYNERGIE) UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

### 14. Creditors: Amounts falling due within one year

	<b>Group</b>		<b>Company</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Bank loans and overdrafts	67,673	21,192	-	-
Net obligations under finance leases and hire purchase contracts	16,354	-	-	-
Trade creditors	870,072	659,993	-	-
Amounts owed to group undertakings	-	-	1,636,188	2,067,771
Corporation tax	23,816	236,026	-	-
Other taxation and social security	6,104,395	5,315,559	-	-
Other creditors	10,050,540	9,509,169	-	-
Accruals and deferred income	1,993,679	1,238,215	126,003	124,587
	<b>19,126,529</b>	<b>16,980,154</b>	<b>1,762,191</b>	<b>2,192,358</b>

Bank loans and overdrafts are secured by a fixed and floating charge over the assets of the group.

Other creditors includes an invoice discounting loan amounting to £8,703,121 (2013: £8,307,670) which is secured on the debts to which it relates.

### 15. Creditors: Amounts falling due after more than one year

	<b>Group</b>		<b>Company</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Amounts due to parent undertaking	14,500,000	14,500,000	11,000,000	11,000,000
Net obligations under finance leases and hire purchase contracts	-	8,873	-	-
	<b>14,500,000</b>	<b>14,508,873</b>	<b>11,000,000</b>	<b>11,000,000</b>

Included within the above are amounts falling due as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
<b>Over five years</b>				
Other loans	14,500,000	14,500,000	11,000,000	11,000,000

# ACORN (SYNERGIE) UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

---

**15. Creditors:**  
**Amounts falling due after more than one year (continued)**

Creditors include amounts not wholly repayable within 5 years as follows:

	<u>Group</u>		<u>Company</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
	<u>£</u>	<u>£</u>	<u>£</u>	<u>£</u>
Repayable other than by instalments	14,500,000	14,500,000	11,000,000	11,000,000

The amount due to parent undertaking is part of a long term funding arrangement with Synergie SA, is unsecured, has no set repayment date and bears interest at a commercial rate.

Obligations under finance lease and hire purchase contracts are secured on the assets to which they relate to.

Obligations under finance leases and hire purchase contracts, included above, are payable as follows:

	<u>Group</u>		<u>Company</u>	
	<u>2014</u>	<u>2013</u>	<u>2014</u>	<u>2013</u>
	<u>£</u>	<u>£</u>	<u>£</u>	<u>£</u>
Between one and five years	-	8,873	-	-

# ACORN (SYNERGIE) UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

### 16. Share capital

	2014 £	2013 £
<b>Allotted, called up and fully paid</b>		
675 Ordinary shares of £1 each	675	675

### 17. Reserves

<b>Group</b>	<b>Share premium account £</b>	<b>Capital redemption reserve £</b>	<b>Profit and loss account £</b>
At 1 January 2014	955,191	350	2,641,801
Profit for the year			663,296
Dividends: Equity capital			(165,300)
At 31 December 2014	955,191	350	3,139,797
<b>Company</b>	<b>Share premium account £</b>	<b>Capital redemption reserve £</b>	<b>Profit and loss account £</b>
At 1 January 2014	955,191	350	928,506
Loss for the year			(36,054)
Dividends received			385,700
At 31 December 2014	955,191	350	1,278,152

# ACORN (SYNERGIE) UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

### 18. Reconciliation of movement in shareholders' funds

	2014 £	2013 £
<b>Group</b>		
Opening shareholders' funds	3,598,017	2,802,502
Profit for the financial year	663,296	839,012
Dividends (Note 19)	(165,300)	(43,497)
Closing shareholders' funds	4,096,013	3,598,017
<b>Company</b>		
Opening shareholders' funds	1,884,722	2,124,798
Profit / (loss) for the year	(36,054)	(341,569)
Dividends (Note 19)	385,700	101,493
Closing shareholders' funds	2,234,368	1,884,722

The company has taken advantage of the exemption contained within section 408 of the Companies Act 2006 not to present its own Profit and Loss Account.

The loss for the year dealt with in the accounts of the company was £36,054 (2013 - £240,076).

### 19. Dividends

	2014 £	2013 £
Dividends paid to minority interests	165,300	43,497

### 20. Minority interests

The minority interest relates to a shareholding of 30% in Acorn Learning Solutions Limited, subsidiary of Acorn (Synergie) UK Limited.

### 21. Net cash flow from operating activities

	2014 £	2013 £
Operating profit	1,190,491	1,856,786
Amortisation of intangible fixed assets	790,266	790,266
Depreciation of tangible fixed assets	230,308	234,494
Profit on disposal of tangible fixed assets	(20,630)	(42,595)
Increase in debtors	(2,419,057)	(5,718,072)
Increase in creditors	2,295,750	3,693,867
<b>Net cash inflow from operating activities</b>	<b>2,067,128</b>	<b>814,746</b>

# ACORN (SYNERGIE) UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

### 22. Analysis of cash flows for headings netted in cash flow statement

	2014 £	2013 £
<b>Returns on investments and servicing of finance</b>		
Interest received	1,282	9,795
Interest paid	(302,973)	(295,508)
Dividends paid to minority interests	(2)	-
	<u>                    </u>	<u>                    </u>
<b>Net cash outflow from returns on investments and servicing of finance</b>	<u><u>(301,693)</u></u>	<u><u>(285,713)</u></u>
	<b>2014 £</b>	<b>2013 £</b>
<b>Capital expenditure and financial investment</b>		
Purchase of tangible fixed assets	(72,862)	(308,499)
Sale of tangible fixed assets	20,630	62,376
	<u>                    </u>	<u>                    </u>
<b>Net cash outflow from capital expenditure</b>	<u><u>(52,232)</u></u>	<u><u>(246,123)</u></u>
	<b>2014 £</b>	<b>2013 £</b>
<b>Financing</b>		
Repayment of other loans	-	(83,532)
New/(repayment of) finance leases	7,481	(5,796)
	<u>                    </u>	<u>                    </u>
<b>Net cash inflow/(outflow) from financing</b>	<u><u>7,481</u></u>	<u><u>(89,328)</u></u>

### 23. Analysis of changes in net debt

	1 January 2014 £	Cash flow £	Other non-cash changes £	31 December 2014 £
Cash at bank and in hand	61,664	1,026,793	-	1,088,457
Bank overdraft	(21,192)	(46,481)	-	(67,673)
	<u>40,472</u>	<u>980,312</u>	<u>-</u>	<u>1,020,784</u>
<b>Debt:</b>				
Debts due within one year	-	(16,354)	-	(16,354)
Debts falling due after more than one year	(14,508,873)	8,873	-	(14,500,000)
	<u>(14,468,401)</u>	<u>972,831</u>	<u>-</u>	<u>(13,495,570)</u>
<b>Net debt</b>	<u><u>(14,468,401)</u></u>	<u><u>972,831</u></u>	<u><u>-</u></u>	<u><u>(13,495,570)</u></u>

## ACORN (SYNERGIE) UK LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

---

#### 24. Pension commitments

The group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the group in an independently administered fund. The pension cost charge represents contributions payable by the group to the fund and amounted to £75,352 (2013 - £34,609). Contributions totalling £Nil (2013 - £Nil) were payable to the fund at the balance sheet date and are included in creditors.

#### 25. Operating lease commitments

At 31 December 2014 the Group had annual commitments under non-cancellable operating leases as follows:

Group	Land and buildings		2014	Other 2013
	2014	2013		
	£	£	£	£
<b>Expiry date:</b>				
Within 1 year	35,647	5,833	2,983	-
Between 1 and 5 years	191,350	264,300	21,378	11,322
After more than 5 years	238,000	238,000	-	-
	<u>238,000</u>	<u>238,000</u>	<u>-</u>	<u>-</u>



# ACORN (SYNERGIE) UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

### 26. Related party transactions

The company has taken advantage of the exemption under FRS 8 "Related Party Disclosures" not to disclose related party transactions with subsidiary undertakings 100% owned whose voting rights are controlled within the group.

Included within creditors is a loan amounting to £14,500,000 (2013 - £14,500,000) due to Synergie SA, fellow group undertaking. Interest totalling £165,990 (2013 - £164,123) is payable on the loan for the year ended 31 December 2014.

Other debtors includes a balance of £42,347 (2013 - £24,634) due from M Southall who is a director of Acorn (Synergie) UK Limited.

An unlimited multilateral company cross guarantee relationship exists between Acorn Recruitment Limited, Acorn (Synergie) UK Limited, Concept Staffing Limited, Acorn Global Recruitment Limited, Excell Limited and Acorn Learning Solutions Limited.

The following relate to transactions made by the group during the year with entities of which M Southall, a director of Acorn (Synergie) UK Limited, is a director, except for Pulse Plastics Limited where he is a shareholder.

	Sales £	Purchases £	Debtors £	Creditors £
Denemoor Developments Limited	-	-	5,402	-
Isca Property Holdings Limited	-	296,133	-	-
Pulse Plastics Limited	140,465	-	54,260	-
Celtic Springs Management Limited	-	5,237	6,569	-

None of the amounts have been included within the provision for doubtful debts at the balance sheet date nor written off to the profit and loss account in the current period.

### 27. Controlling party

The immediate and ultimate controlling party is Synergie International Solutions S.L., a company incorporated in Spain, who own 94.67% of the company's issued share capital.

### 28. Principal subsidiaries

Company name	Country	Percentage Shareholding	Description
Acorn Recruitment Limited	England & Wales	100%	Recruitment Agency
Acorn Learning Solutions Limited	England & Wales	70%	Educational training and support
Acorn Global Recruitment Limited (formerly Advance Personnel Limited)	England & Wales	100%	Recruitment Agency
Concept Staffing Limited	England & Wales	100%	Recruitment Agency
Excell Limited	England & Wales	90%	Recruitment Agency
Synaco PTY Limited	Australia	95%	Recruitment Agency