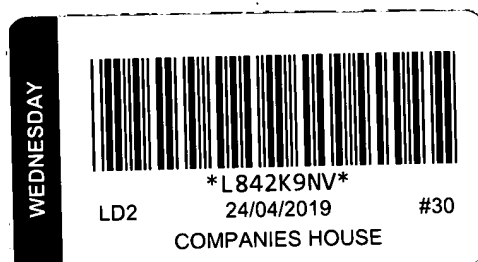


Company Registration No. 06430656

Colliers Capital Holdings Limited

**Annual Report and Financial Statements for
the year ended 31 December 2018**



Colliers Capital Holdings Limited

Annual report and financial statements For the year ended 31 December 2018

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Colliers Capital Holdings Limited

Financial Statements Officers and professional advisers

For the year ended 31 December 2018

Directors

N Holroyd
D Amel-Azizpour

Registered office

50 George Street
London
W1U 7GA

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London WC2N 6RH

Colliers Capital Holdings Limited

Directors' report

For the year ended 31 December 2018

The directors present their report and the audited financial statements for Colliers Capital Holdings Limited (the "Company") for the year ended 31 December 2018.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006. They have also taken advantage of the exemptions provided by s414 of the Companies Act 2006 in not preparing a Strategic Report.

Principal activities

The principal activity of the Company is as property consultants providing a comprehensive range of agency, strategic, advisory and implementation services to property owners, investors, developers and occupiers primarily in the United Kingdom. The Company continues to operate within its principal activities and is forecasting continuing cash and profit generation over the coming years. The Company is registered with the Financial Conduct Authority (FCA – Reference No.583334). The Company is a private company limited by shares and is incorporated in the United Kingdom and registered in England.

The Company commenced trading on 1 May 2013.

Pillar III Disclosures

The Company is authorised by the Financial Conduct Authority ('FCA') and has prepared a Capital Directive Pillar III disclosure document. A copy of this unaudited disclosure can be obtained from the Company's website at www.collierscapital.com.

Results and dividends

The results for the year can be seen on page 7 of these financial statements.

A dividend of £650,000 has been declared for the year ended 31 December 2018 (2017: none).

Principal risks and uncertainties

The Directors and executive management team regularly monitor and manage potential risks and uncertainties within the Company.

A principal risk is the general health of the UK economy. The Company regularly monitors performance by revenue department and geographical location and implements operational changes as necessary. As the property industry is particularly affected by the status of the economy a continued downturn in the economy could potentially affect the Company's performance.

Directors' and officers' liability insurance

The Company maintained throughout the year, and continues to maintain, qualifying third party indemnity insurance covering the Directors of the Company.

Key performance indicators (KPIs)

The performance of the Company is measured by the directors and the executive management team through a series of key performance indicators. The principal measurements used to assess performance are profit on ordinary activities before taxation and revenue; both of which are deemed to be satisfactory for the year.

Directors

The Directors who have served throughout the year and up to the date of signing the financial statements are as follows:

N Holroyd

D Amel-Azizpour

Colliers Capital Holdings Limited

Directors' report

For the year ended 31 December 2018

Statement of disclosure of information to auditors

Each of the persons who is a director at the date of approval of this report confirms that:

- (1) so far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware; and
- (2) each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Statement of Directors' responsibilities

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 that law 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 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 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 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 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.

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

Approved by the Board and signed on its behalf by



D Amel-Azizpour

Director

Date23/4/19

Colliers Capital Holdings Limited

Independent Auditors' Report to the members of Colliers Capital Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion, Colliers Capital Holdings Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance sheet as at 31 December 2018; the Statement of income and retained earnings for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

Colliers Capital Holdings Limited

Independent Auditors' Report to the members of Colliers Capital Holdings Limited

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' report for the year ended 31 December 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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.

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

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

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions,

Colliers Capital Holdings Limited

Independent Auditors' Report to the members of Colliers Capital Holdings Limited

accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Richard Porter (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

23 April 2019

Colliers Capital Holdings Limited

Statement of income and retained earnings For the year ended 31 December 2018

	Note	2018 £'000	2017 £'000
Turnover	2	2,269	2,483
Administrative expenses		(1,445)	(1,756)
Profit before taxation		<u>824</u>	<u>727</u>
Tax on profit	7	(157)	(140)
Profit for the financial year		<u>667</u>	<u>587</u>
Retained earnings at the beginning of the year		1,180	593
Dividends paid		(650)	-
Retained earnings at the end of the year		<u><u>1,197</u></u>	<u><u>1,180</u></u>

All amounts derive from continuing operations.

Colliers Capital Holdings Limited

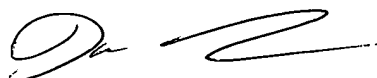
Balance sheet As at 31 December 2018

	Note	2018 £'000	2017 £'000
Current assets			
Debtors	8	1,365	1,353
Cash at bank and in hand		396	1,050
		<u>1,761</u>	<u>2,403</u>
Creditors: amounts falling due within one year	9	<u>(297)</u>	<u>(956)</u>
Net current assets		<u>1,464</u>	<u>1,447</u>
Total assets less current liabilities		<u>1,464</u>	<u>1,447</u>
Net assets		<u>1,464</u>	<u>1,447</u>
Capital and reserves			
Called up share capital	10	-	-
Share premium account		267	267
Retained earnings		<u>1,197</u>	<u>1,180</u>
Total shareholders' funds		<u>1,464</u>	<u>1,447</u>

The notes on pages 9 to 14 are an integral part of these financial statements.

These financial statements on pages 7 to 14 were approved by the Board of Directors on ...23/4/19

Signed on behalf of the Board of Directors



Davoud Amel-Azizpour

Director

Colliers Capital Holdings Limited
Registered No. 06430656

Colliers Capital Holdings Limited

Notes to the financial statements For the year ended 31 December 2018

1. Accounting policies

The individual financial statements of Colliers Capital Holdings Limited 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.

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.

Basis of Accounting

These financial statements are prepared on a going concern basis, under the historical cost convention and in compliance with United Kingdom Accounting Standards.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. There are no areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are considered to be significant in these financial statements.

As a qualifying entity, the Company has taken advantage of the following exemptions:

- (i) from the requirement to prepare a statement of cash flows as required by paragraph 3.17 (d) of FRS 102; the Company has taken advantage of the exemption set out in Financial Reporting Standard No 102 (para 1.12 (b)) from preparing a cash flow statement on the basis that it is a qualifying entity and that the Company's cash flows are represented in the consolidated financial statements of the Company's ultimate parent, Colliers International Group Inc., (note 13)
- (ii) from the requirement to present certain financial instruments disclosures, as required by sections 11 and 12 of FRS 102.

Going Concern

The Financial Statements have been prepared on a going concern basis. The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

Turnover

Turnover, which excludes value added tax, represents the value of services rendered. Fees in respect of clients' property transactions are recognised as earned on unconditional exchange of contract. In the case of long-term developments and other professional services, fees are recognised when the Company is entitled to receive them in accordance with its terms of business.

Cash and cash equivalents

Cash and cash equivalents are comprised of cash held in bank accounts only.

Taxation

Taxation expense for the year comprises current and deferred tax recognised in the reporting year. Tax is recognised in the Statement of income and retained earnings, except to the extent that it relates to items recognised directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Colliers Capital Holdings Limited

Notes to the financial statements For the year ended 31 December 2018

1. Accounting policies (continued)

Taxation (continued)

(i) Current taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

(ii) Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the years in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

Called up share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

Termination benefits are recognised immediately as an expense when the Company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

Financial assets

Financial assets, which include trade debtors, cash, bank balances and amounts owed by group undertakings are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Financial liabilities

Financial liabilities, including trade and other creditors are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Colliers Capital Holdings Limited

Notes to the financial statements For the year ended 31 December 2018

1. Accounting policies (continued)

Financial liabilities (continued)

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

2. Turnover

The geographical analysis of turnover is shown below;

	2018 £'000	2017 £'000
Norway	46	-
UK	1,544	1,382
USA	679	1,101
	<u>2,269</u>	<u>2,483</u>

The principal activity of the Company is as property consultants providing a comprehensive range of agency, strategic, advisory and implementation services to property owners, investors, developers and occupiers primarily in the United Kingdom. All revenue is derived from the Company's principal activity.

3. Audit fee

The audit fee for the year was £16,994 (2017: £16,499) and was borne on behalf of the Company by Colliers International Property Consultants Limited, the Company's immediate parent undertaking.

4. Operating profit before taxation

Operating profit is stated after charging:

	2018 £'000	2017 £'000
Staff Costs	<u>1,136</u>	<u>1,387</u>

5. Staff costs

	2018 £'000	2017 £'000
Wages and salaries	934	1,160
Social security costs	123	138
Other pension costs	79	89
	<u>1,136</u>	<u>1,387</u>

All payroll costs are recharges from other group entities. The Company has no direct employees (2017: nil). Staff costs include directors' emoluments.

Colliers Capital Holdings Limited

Notes to the financial statements For the year ended 31 December 2018

6. Directors' emoluments

The directors are remunerated by the immediate parent, Colliers International Property Consultants Limited. The amount recharged to the Company in respect of their services for the year ended 31 December 2018 was £229,058 (2017: £214,617). A mark up of 5% is added to any recharge. The highest paid director was remunerated £218,150 (2017: £204,397) in relation to services to the Company.

7. Tax on profit

	2018 £'000	2017 £'000
Current Tax		
Current tax on profit for the year	157	140
Total current tax	157	140
Tax on profit	157	140

The tax assessed for the year is lower than (2017: equal to) the standard rate of corporation tax in the UK of 19% (2017: 19.25%).

	2018 £'000	2017 £'000
Profit before taxation:	824	727
Profit multiplied by standard rate of corporation tax in UK of 19% (2017: 19.25%);	157	138
Effects of:		
- Expenses not deductible for tax purposes	-	2
Total tax charge for the year	157	140

Factors affecting current and future tax changes:

The tax rate for the current year is lower than the prior year due to changes in the UK corporation tax rate which decreased from 20% to 19% from 1 April 2017.

Further reductions to the UK corporation tax rate were substantively enacted as part of the Finance Bill 2016 (on 6 September 2016). These reduce the main rate to 17% from 1 April 2020.

Colliers Capital Holdings Limited

Notes to the financial statements For the year ended 31 December 2018

8. Debtors

	2018 £'000	2017 £'000
Trade debtors	703	1,103
Amounts owed by Group undertakings	662	221
Prepayments and accrued income	-	29
	<u>1,365</u>	<u>1,353</u>

Amounts owed by Group undertakings are unsecured, interest free and repayable on demand. Trade debtors are stated after provision of £nil (2017: nil).

9. Creditors: amounts falling due within one year

	2018 £'000	2017 £'000
Corporation tax	297	187
Amounts owed to Group undertakings	-	743
Other creditors	-	26
	<u>297</u>	<u>956</u>

All amounts owed to Group undertakings are unsecured, bear no interest and are repayable on demand.

The purchase ledger function is outsourced to Colliers International Property Consultants Limited, the immediate parent undertaking. Liabilities are settled by Colliers International Property Consultants Limited and therefore the liabilities are included within amounts owed to Group undertakings.

Colliers Capital Holdings Limited

Notes to the financial statements For the year ended 31 December 2018

10. Called up share capital

	2018 £'000	2017 £'000
267 ordinary shares of £1 each (2017: 267 shares of £1)	-	-

11. Related party transactions

The Company is exempt from disclosing related party transactions as they are with companies that are wholly owned within the Group.

There have been no other related party transactions.

12. Ultimate parent Company

The immediate parent undertaking is Colliers International Property Consultants Limited. The ultimate parent undertaking is Colliers International Group Inc., a Company incorporated in Canada. This is the largest group of undertakings to consolidate these financial statements as at 31 December 2018. The intermediate parent, Colliers International Property Advisors UK LLP, is the smallest entity to consolidate these financial statements as at 31 December 2018. The consolidated financial statements of Colliers International Group Inc. are available from the group's website, www.colliers.com.