

Company Registration No. 11046832 (England and Wales)

CREATIVE CAR PARK HOLDINGS LTD
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2019

Parent of Creative Parking Limited (note 14 page 24)

TUESDAY



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CREATIVE CAR PARK HOLDINGS LTD

COMPANY INFORMATION

Directors	S Abraham M Ali
Company number	11046832
Registered office	The Studio, St. Nicholas Close Elstree Hertfordshire United Kingdom WD6 3EW
Auditor	RSM UK Audit LLP Chartered Accountants 25 Farringdon Street London EC4A 4AB United Kingdom

CREATIVE CAR PARK HOLDINGS LTD

STRATEGIC REPORT

FOR THE YEAR ENDED 31 MARCH 2019

The directors present the strategic report for the year ended 31 March 2019.

Fair review of the business

The consolidated statement of comprehensive income on page 7 shows the group's turnover of £15.82m (2018: £3.78m) and loss before taxation of £3.21m (2018: £1.32m), for the period ended 31 March 2019. This is stated after a goodwill amortisation charge of £6.46m (2018: £2.15m) and interest on loans of £1.7m (2018: £0.58m.)

The consolidated statement of financial position on page 8 shows net assets of £31.98m (2018: £35.22m) for the group at the period end. This includes goodwill of £41.92m (2018: £46.76m) (note 11) which arose out of the acquisition on 7 December 2017. The group has loan balances of £Nil (2018: £14.28m) (note 18), which were taken to finance the acquisition of the subsidiaries and resulted in the interest payable for the period noted above.

On 22 March 2019, 100% of the issued share capital Creative Car Park Holdings Limited was acquired by Project Neptune Bidco Limited.

Principal risks and uncertainties

The principal risks considered by the directors are noted below:

Changes in legislation:

The group has built good relationships with regulatory bodies and ensures that high standards are maintained in its compliance requirements.

Competition:

Car park management services is a competitive market and the group ensures it maintains strong relationships with its customers and ensures there are resources to continue to increase market share.

Debt covenant:

The debt covenant reporting and operating requirements, are kept under continuous review by the directors.

Key performance indicators

In addition to the key performance indicators of revenues and operating profits and losses noted above, the directors also review EBITDA (earnings before interest, tax, depreciation and amortisation) which is as follows:

	2019 £'000	2018 £'000
Operating loss for the period	(1,327)	(725)
Amortisation and depreciation	7,113	2,328
EBITDA for the period	5,786	1,603

Following the acquisition of the subsidiaries, the EBITDA has been in line with management's expectations.

The prior period financial statements are from incorporation on 3 November 2017 to 31 March 2018. As a result the prior period figures above are not comparable.

CREATIVE CAR PARK HOLDINGS LTD

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2019

Future developments

The directors expect the business to continue to grow in the forthcoming year, in a competitive market.

On behalf of the board



S Abraham

Director

Date: 2/7/2019

CREATIVE CAR PARK HOLDINGS LTD

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2019

The directors present their annual report and financial statements for the year ended 31 March 2019.

Principal activities

The company was incorporated on 3 November 2017 and the subsidiaries were acquired on 7 December 2017, the comparative is a 5 month period from 3 November 2017 to 31 March 2018.

The principal activity of the company is that of a holding company. The principal activity of the group is that of car park management services.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

S Abraham

G Wayne

(Resigned 22 March 2019)

M Ali

M K O'Donnell

(Resigned 22 March 2019)

Results and dividends

The results for the year are set out on page 7.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

Post reporting date events

A call and put option was exercised as referred to in note 23.

Auditor

RSM UK Audit LLP, Chartered Accountants, have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Statement of disclosure to auditor

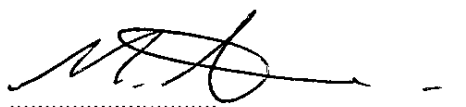
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, each director has taken all the necessary steps that they ought to have taken as a director in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board



S Abraham

Director



M Ali

Director

Date: 21/7/2019

CREATIVE CAR PARK HOLDINGS LTD

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 MARCH 2019

The directors are responsible for preparing the 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 group and company, 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 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 group and company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CREATIVE CAR PARK HOLDINGS LTD

Opinion

We have audited the financial statements of Creative Car Park Holdings Ltd (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2019 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Company Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows and notes to the financial statements, including a summary of 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 group's and the parent company's affairs as at 31 March 2019 and of the group's 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 group and parent 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- 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 group's or the parent 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.

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. 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.

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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- 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; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CREATIVE CAR PARK HOLDINGS LTD (CONTINUED)

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and 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 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 4, 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 group's and the parent 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 group or the parent 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.

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.

RSM UK Audit LLP

Christopher Tate (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
25 Farringdon Street
London
EC4A 4AB
United Kingdom
3 July 2019

CREATIVE CAR PARK HOLDINGS LTD

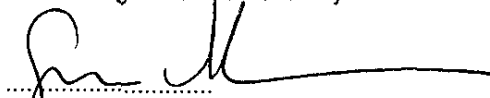
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2019

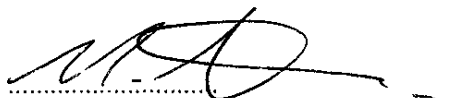
		Year ended 31 March 2019 £	Period ended 31 March 2018 £
	Notes		
Turnover	3	15,818,750	3,778,764
Cost of sales		(4,510,010)	(1,196,177)
Gross profit		11,308,740	2,582,587
Administrative expenses		(6,175,798)	(1,154,700)
Amortisation		(6,459,900)	(2,153,297)
Operating loss	7	(1,326,958)	(725,410)
Interest payable and similar expenses	9	(1,882,683)	(575,260)
Loss before taxation		(3,209,641)	(1,300,670)
Tax on loss	10	(47,183)	(23,423)
Loss for the financial year		(3,256,824)	(1,324,093)
Loss for the financial year is attributable to:			
- Owners of the parent company		(4,495,634)	(1,634,182)
- Non-controlling interests		1,238,810	310,089
		(3,256,824)	(1,324,093)
Total comprehensive income for the year is attributable to:			
- Owners of the parent company		(4,495,634)	(1,634,182)
- Non-controlling interests		1,238,810	310,089
		(3,256,824)	(1,324,093)

CREATIVE CAR PARK HOLDINGS LTD**CONSOLIDATED STATEMENT OF FINANCIAL POSITION****AS AT 31 MARCH 2019**

	Notes	2019 £	£	2018 £	£
Fixed assets					
Goodwill	11	41,924,910		46,762,410	
Other intangible assets	11	1,892,800		3,515,200	
Total intangible assets		43,817,710		50,277,610	
Tangible assets	12	2,748,595		1,675,183	
		46,566,305		51,952,793	
Current assets					
Debtors	15	3,182,213	2,108,724		
Cash at bank and in hand		1,756,981	3,154,259		
		4,939,194	5,262,983		
Creditors: amounts falling due within one year	16	(18,677,968)	(4,407,056)		
Net current (liabilities)/assets		(13,738,774)		855,927	
Total assets less current liabilities		32,827,531		52,808,720	
Creditors: amounts falling due after more than one year	17	(433,336)	(16,957,731)		
Provisions for liabilities	21	(410,481)	(630,106)		
Net assets		31,983,714		35,220,883	
Capital and reserves					
Called up share capital	23	55,999	52,104		
Share premium account	24	35,513,102	35,497,342		
Profit and loss reserves	24	(6,129,816)	(1,634,182)		
Equity attributable to owners of the parent company		29,439,285	33,915,264		
Non-controlling interests		2,544,429	1,305,619		
		31,983,714	35,220,883		

The financial statements were approved by the board of directors and authorised for issue on 27/2019 and are signed on its behalf by:


S Abraham
Director

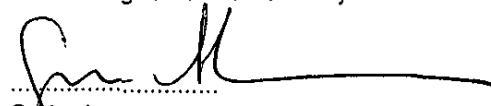

M Ali
Director

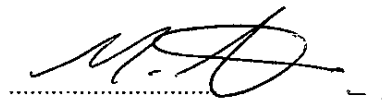
CREATIVE CAR PARK HOLDINGS LTD**COMPANY STATEMENT OF FINANCIAL POSITION****AS AT 31 MARCH 2019**

	Notes	2019 £	£	2018 £	£
Fixed assets					
Investments	13	33,418,304		33,418,304	
Current assets					
Debtors	15	19,644,867		4,389,697	
Creditors: amounts falling due within one year	16	(18,323,452)		(97,052)	
Net current assets		1,321,415		4,292,645	
Total assets less current liabilities		34,739,719		37,710,949	
Creditors: amounts falling due after more than one year	17	-		(2,278,000)	
Net assets		34,739,719		35,432,949	
Capital and reserves					
Called up share capital	23	55,999		52,104	
Share premium account	24	35,513,102		35,497,342	
Profit and loss reserves	24	(829,382)		(116,497)	
Total equity		34,739,719		35,432,949	

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes as it prepares group accounts. The company's loss and total comprehensive income for the year was £712,885 (2018 - £116,497 loss).

The financial statements were approved by the board of directors and authorised for issue on 2/7/2019 and are signed on its behalf by:


S Abraham
Director


M Ali
Director

CREATIVE CAR PARK HOLDINGS LTD

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2019

	Share capital	Share premium account	Profit and loss reserves	Total controlling interest	Non-controlling interest	Total
Notes	£	£	£	£	£	£
Period ended 31 March 2018:						
Loss and total comprehensive income for the period	-	-	(1,634,182)	(1,634,182)	310,089	(1,324,093)
Issue of share capital	52,104	35,497,342	-	35,549,446	-	35,549,446
Non-controlling interest on acquisition of subsidiaries	-	-	-	-	995,530	995,530
Balance at 31 March 2018	52,104	35,497,342	(1,634,182)	33,915,264	1,305,619	35,220,883
Year ended 31 March 2019:						
Loss and total comprehensive income for the year	-	-	(4,495,634)	(4,495,634)	1,238,810	(3,256,824)
Issue of share capital	23 3,895	15,760	-	19,655	-	19,655
Balance at 31 March 2019	55,999	35,513,102	(6,129,816)	29,439,285	2,544,429	31,983,714

CREATIVE CAR PARK HOLDINGS LTD

COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2019

	Notes	Share capital £	Share premium account £	Profit and loss reserves £	Total £
Period ended 31 March 2018:					
Loss and total comprehensive income for the period		-	-	(116,497)	(116,497)
Issue of share capital	23	52,104	35,497,342	-	35,549,446
Balance at 31 March 2018		52,104	35,497,342	(116,497)	35,432,949
Year ended 31 March 2019:					
Loss and total comprehensive income for the year		-	-	(712,885)	(712,885)
Issue of share capital	23	3,895	15,760	-	19,655
Balance at 31 March 2019		55,999	35,513,102	(829,382)	34,739,719

CREATIVE CAR PARK HOLDINGS LTD

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2019

	Notes	2019 £	£	2018 £	£
Cash flows from operating activities					
Cash generated from operations	25	2,193,419		945,573	
Interest paid		(1,882,683)		(575,260)	
Income taxes paid		(2,839,706)		(15,215)	
Net cash (outflow)/inflow from operating activities		(2,528,970)		355,098	
Investing activities					
Purchase of business		-	(13,137,201)		
Purchase of tangible fixed assets		(1,726,892)	(398,084)		
Net cash used in investing activities		(1,726,892)		(13,535,285)	
Financing activities					
Proceeds from issue of shares		19,655	2,146,580		
Proceeds from borrowings		17,371,021	14,278,000		
Repayment of borrowings		(14,278,000)	-		
Payment of finance leases obligations		(254,092)	(90,134)		
Net cash generated from financing activities		2,858,584		16,334,446	
Net (decrease)/increase in cash and cash equivalents		(1,397,278)		3,154,259	
Cash and cash equivalents at beginning of year		3,154,259		-	
Cash and cash equivalents at end of year		1,756,981		3,154,259	

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2019

1 Accounting policies

Company information

Creative Car Park Holdings Ltd ("the company") is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is The Studio, St. Nicholas Close, Elstree, Hertfordshire, United Kingdom, WD6 3EW.

The group consists of Creative Car Park Holdings Ltd and all of its subsidiaries.

The company's and the group's principal activities and nature of its operations are disclosed in the Directors' Report.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006, including the provisions of the Large and Medium-sized Companies and Group (Accounts and Reports) Regulations 2008. The group has elected to early-adopt the provisions of FRED 67, the Financial Reporting Council's 2017 Triennial Review of FRS 102.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements for parent company information presented within the consolidated financial statements:

- Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The financial statements of the company are included within these financial statements of Creative Car Park Holdings Ltd.

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

1 Accounting policies (Continued)

Basis of consolidation

The consolidated financial statements incorporate those of Creative Car Park Holdings Ltd and all of its subsidiaries (i.e. entities that the group controls through its power to govern the financial and operating policies so as to obtain economic benefits). Subsidiaries acquired during the year are consolidated using the purchase method. Their results are incorporated from the date that control passes.

All financial statements are made up to 31 March 2019. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by other members of the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

The cost of a business combination is the fair value at the acquisition date of the assets given, equity instruments issued and liabilities incurred or assumed, plus costs directly attributable to the business combination. The excess of the cost of a business combination over the fair value of the identifiable assets, liabilities and contingent liabilities acquired is recognised as goodwill.

Reporting period

The prior period financial statements are from incorporation on 3 November 2017 to 31 March 2018. As a result the prior period figures in the Consolidated Statement of Comprehensive Income are not comparable.

Turnover

Turnover is recognised at the fair value of the estimated consideration receivable for parking notices issued and services rendered and is shown net of VAT.

Estimated consideration receivable represents the expected receipts after estimating early settlement discounts and uncollected notices. Expected receipts uses historic collection rates to estimate cash inflows from the date the parking notice is issued. Accrued income is recorded in the financial statements for outstanding parking notices at the reporting date at the expected collection rate.

Income from managed sites is recognised on gross basis as the company acts in the role of principal, managing all aspects of income generation for these sites.

Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of a business over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is 10 years.

For the purposes of impairment testing, goodwill is allocated to the cash-generating units expected to benefit from the acquisition. Cash-generating units to which goodwill has been allocated are tested for impairment at least annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

Intangible fixed assets other than goodwill

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date if the fair value can be measured reliably.

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

1 Accounting policies (Continued)

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Contractual relationships	30 months straight line basis
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Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

Fixtures, fittings & equipment	5 years straight line
Computer equipment	5 years straight line

Residual value is calculated on prices prevailing at the reporting date, after estimated costs of disposal, for the asset as if it were at the age and in the condition expected at the end of its useful life.

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Fixed asset investments

In the separate accounts of the company, interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Cash and cash equivalents

Cash and cash equivalents are basic financial instruments and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts.

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

1 Accounting policies (Continued)

Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the group becomes party to the contractual provisions of the instrument.

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.

Basic financial assets

Basic financial assets, which include trade and other debtors, accrued income and amounts owed by group companies, 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 financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the group transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including trade and other creditors, accruals, loans and amounts due to group undertakings 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 payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

1 Accounting policies (Continued)

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the group's contractual obligations are discharged, cancelled, or they expire.

Equity instruments

Equity instruments issued by the group are recorded at the fair value of the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the group.

Derivatives

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to fair value at each reporting end date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset, whereas a derivative with a negative fair value is recognised as a financial liability.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is recognised on income and expenses from subsidiaries that will be assessed to or allow for tax in a future period except where the group is able to control the reversal of the timing difference and it is probable that the timing difference will not reverse in the foreseeable future.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination and the amounts that can be deducted or assessed for tax. The deferred tax recognised is adjusted against goodwill.

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

1 Accounting policies (Continued)

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

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.

Retirement benefits

For defined contribution schemes the amount charged to profit or loss is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments.

Share-based payments

For cash-settled share-based payments, a liability is recognised for the goods and services acquired, measured initially at the fair value of the liability. At the reporting date until the liability is settled, and at the date of settlement, the fair value of the liability is remeasured, with any changes in fair value recognised in profit or loss for the year.

Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessees. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets at the lower of the assets fair value at the date of inception and the present value of the minimum lease payments. The related liability is included in the statement of financial position as a finance lease obligation. Lease payments are treated as consisting of capital and interest elements. The interest is charged to the income statement so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

2 Judgements and key sources of estimation uncertainty

In the application of the group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2019

2 Judgements and key sources of estimation uncertainty (Continued)

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Accrued income on Parking Charge Notices

Accrued income is calculated by estimating future inflows on parking notices issued with reference to historic collection rates on previously issued notices.

Impairment of goodwill and intangible assets

The group establishes a reliable estimate of the useful life of goodwill and intangible assets arising on business combinations. This estimate is based on a variety of factors such as the expected use of the acquired business, the expected usual life of the cash generating units to which the goodwill is attributed, any legal, regulatory or contractual provisions that can limit useful life and assumptions that market participants would consider in respect of similar businesses.

Fair value of intangible assets

The group estimates the value of intangible assets acquired in an acquisition using a valuation multiple. This assessment considers the estimated future income generated by the acquired asset and discounts this back to the present value.

3 Turnover and other revenue

All turnover is attributable to the principal activity of the group and arises solely in the UK.

4 Employees

The average monthly number of persons (including directors) employed during the year was:

	Group 2019 Number	2018 Number	Company 2019 Number	2018 Number
Management	4	4	-	-
Administration	76	62	-	-
	<u>80</u>	<u>66</u>	<u>-</u>	<u>-</u>

Their aggregate remuneration comprised:

	Group 2019 £	2018 £	Company 2019 £	2018 £
Wages and salaries	2,781,642	670,003	-	-
Social security costs	356,207	63,985	-	-
Pension costs	26,178	2,274	-	-
	<u>3,164,027</u>	<u>736,262</u>	<u>-</u>	<u>-</u>

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2019

5 Directors' remuneration

	2019 £	2018 £
Remuneration for qualifying services	600,216	114,648
Company pension contributions to defined contribution schemes	1,612	195
	<u>601,828</u>	<u>114,843</u>

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 2 (2018 - 2).

The number of directors who exercised share options during the year was 1 (2018 - 0).

Remuneration disclosed above includes the following amounts paid to the highest paid director:

	2019 £	2018 £
Remuneration for qualifying services	314,502	-
Company pension contributions to defined contribution schemes	806	-
	<u>315,308</u>	<u>-</u>

6 Share-based payment transactions

Group	Number of share options		Weighted average exercise price	
	2019 Number	2018 Number	2019 £	2018 £
Outstanding at 1 April 2018	-	-	-	-
Granted	-	1,271	-	13.20
Outstanding at 31 March 2019	<u>-</u>	<u>1,271</u>	<u>-</u>	<u>13.20</u>
Exercisable at 31 March 2019	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

The share options were granted on 23 March 2018. The options must be vested within 10 years from the grant date, and they can only be vested in the event of an exit.

Given the proximity of the grant to the reporting date in the prior period, and that the timing or likelihood of an exit is currently uncertain, their fair value was considered to be immaterial and therefore no share based payment expense was recognised during the period.

The share options vested in the year and therefore no share based payment charge has been recognised.

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

7 Operating loss

	2019 £	2018 £
Operating loss for the year is stated after charging:		
Depreciation of owned tangible fixed assets	387,656	91,185
Depreciation of tangible fixed assets held under finance leases	265,824	83,630
Amortisation of intangible assets	6,459,900	2,153,297
Operating lease charges	208,919	169,433

8 Auditor's remuneration

	2019 £	2018 £
Fees payable to the company's auditor and its associates:		
For audit services		
Audit of the financial statements of the group and company	30,000	37,500

9 Interest payable and similar expenses

	2019 £	2018 £
Interest on bank loans	1,531,639	386,590
Interest on other loans	200,078	79,682
Interest on finance leases and hire purchase contracts	111,850	108,988
Other interest	39,116	-
Total finance costs	1,882,683	575,260

10 Taxation

	2019 £	2018 £
Current tax		
UK corporation tax on profits for the current period	261,975	156,562
Adjustments in respect of prior periods	4,833	(57,293)
Total current tax	266,808	99,269
Deferred tax		
Origination and reversal of timing differences	63,907	(75,846)
Adjustment in respect of prior periods	(7,724)	-
Other adjustments	(275,808)	-
Total deferred tax	(219,625)	(75,846)
Total tax charge for the period	47,183	23,423

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

10 Taxation (Continued)

The total tax charge for the year included in the income statement can be reconciled to the loss before tax multiplied by the standard rate of tax as follows:

	2019 £	2018 £
Loss before taxation	(3,209,641)	(1,300,670)
Expected tax credit based on the standard rate of corporation tax in the UK of 19.00% (2018: 19.00%)	(609,832)	(247,127)
Tax effect of expenses that are not deductible in determining taxable profit	949,842	309,040
Adjustments in respect of prior years	4,833	(57,293)
Effect of change in corporation tax rate	-	18,803
Deferred tax adjustments in respect of prior years	(7,724)	-
Deferred tax impact of change in rate	24,929	-
Share scheme deductions	(314,865)	-
Taxation charge for the period	47,183	23,423

11 Intangible fixed assets

Group	Goodwill £	Contractual relationships £	Total £
Cost			
At 1 April 2018 and 31 March 2019	48,374,907	4,056,000	52,430,907
Amortisation and impairment			
At 1 April 2018	1,612,497	540,800	2,153,297
Amortisation charged for the year	4,837,500	1,622,400	6,459,900
At 31 March 2019	6,449,997	2,163,200	8,613,197
Carrying amount			
At 31 March 2019	41,924,910	1,892,800	43,817,710
At 31 March 2018	46,762,410	3,515,200	50,277,610

The company had no intangible fixed assets at 31 March 2019 or 31 March 2018.

The amortisation charge for the year is included within administrative expenses.

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

12 Tangible fixed assets

Group	Fixtures, fittings & equipment £	Computer equipment £	Total £
Cost			
At 1 April 2018	1,820,555	29,443	1,849,998
Additions	1,700,353	26,539	1,726,892
At 31 March 2019	3,520,908	55,982	3,576,890
Depreciation and impairment			
At 1 April 2018	167,663	7,152	174,815
Depreciation charged in the year	636,529	16,951	653,480
At 31 March 2019	804,192	24,103	828,295
Carrying amount			
At 31 March 2019	2,716,716	31,879	2,748,595
At 31 March 2018	1,652,892	22,291	1,675,183

The company had no tangible fixed assets at 31 March 2019 or 31 March 2018.

The net carrying value of tangible fixed assets includes the following in respect of assets held under finance leases:

	Group 2019 £	2018 £	Company 2019 £	2018 £
Fixtures, fittings & equipment	710,239	976,063	-	-
Depreciation charge for the year in respect of leased assets	265,824	83,630	-	-

The depreciation charge for the year is included within administrative expenses.

13 Fixed asset investments

	Notes	Group 2019 £	2018 £	Company 2019 £	2018 £
Investments in subsidiaries	14	-	-	33,418,304	33,418,304

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

13 Fixed asset investments (Continued)

Movements in fixed asset investments Company

	Shares in group undertakings £
Cost or valuation	
At 1 April 2018 and 31 March 2019	33,418,304
Carrying amount	
At 31 March 2019	33,418,304
At 31 March 2018	33,418,304

14 Subsidiaries

Details of the company's subsidiaries at 31 March 2019 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held Direct	Indirect
Civil Enforcement Ltd	2	Business support services	Ordinary		75
Creative Car Park Bidco Limited	1	Holding company	Ordinary	100	
Creative Car Park Ltd	1	Car park management services	Ordinary		75
Park Solve Limited	1	Dormant	Ordinary		75
Star Park Management Ltd	1	Dormant	Ordinary		75
Star Park Management No. 1 2 Ltd	1	Dormant	Ordinary		75
Versatile Parking Limited	1	Dormant	Ordinary		75
Creative (Contracts) Car Park Limited	1	Dormant	Ordinary		75
Creative Parking Limited	1	Dormant	Ordinary		75
Creative Technologies and Systems Limited	1	Holding company	Ordinary		75

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

14 Subsidiaries (Continued)

- 1 - The Studio, St Nicholas Close, Elstree, Borehamwood, Hertfordshire, WD6 3EW
2 - Horton House, Exchange Flags, Liverpool, Merseyside, L2 3PF

All investments in subsidiaries are included in this consolidation.

The following subsidiaries are exempt from audit by virtue of section 479A of the Companies Act 2006:

- Creative Car Park Bidco Ltd (company registration number 11074716)
- Creative Technologies and Systems Limited (company registration number 07630354)
- Civil Enforcement Ltd (company registration number 05645677)
- Creative Car Park Ltd (company registration number 05571660)
- Creative Parking Limited (company registration number 07630345)
- Creative (Contracts) Car Park Limited (company registration number 05818388)
- Star Park Management Ltd (company registration number 06651610)

15 Debtors

	Group 2019	2018	Company 2019	2018
Amounts falling due within one year:	£	£	£	£
Trade debtors	10,957	1,735	-	-
Amounts owed by group undertakings	-	-	19,644,867	4,176,897
Other debtors	-	441,521	-	212,800
Prepayments and accrued income	3,171,256	1,665,468	-	-
	<u>3,182,213</u>	<u>2,108,724</u>	<u>19,644,867</u>	<u>4,389,697</u>

16 Creditors: amounts falling due within one year

		Group 2019	2018	Company 2019	2018
	Notes	£	£	£	£
Obligations under finance leases	19	246,395	254,092	-	-
Trade creditors		586,772	496,847	-	3,600
Amounts due to group undertakings		17,371,021	-	18,323,452	28,970
Corporation tax payable		31,989	2,604,887	-	-
Other creditors		-	726,048	-	-
Accruals and deferred income		441,791	325,182	-	64,482
		<u>18,677,968</u>	<u>4,407,056</u>	<u>18,323,452</u>	<u>97,052</u>

Obligations under finance leases are secured against assets to which the leases relate.

An amount of £17,314,086 included in amounts due to group undertakings is a loan subject to interest at 10%. This loan is unsecured and repayable on demand.

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

17 Creditors: amounts falling due after more than one year

	Notes	Group 2019 £	2018 £	Company 2019 £	2018 £
Bank loans	18	-	12,000,000	-	-
Obligations under finance leases	19	433,336	679,731	-	-
Other borrowings	18	-	2,278,000	-	2,278,000
Deferred consideration		-	2,000,000	-	-
		<u>433,336</u>	<u>16,957,731</u>	<u>-</u>	<u>2,278,000</u>

Obligations under finance leases are secured against assets to which the leases relate.

Deferred consideration relates to an amount payable for the acquisition in the prior year. The amount was settled in the current year.

18 Borrowings

	Group 2019 £	2018 £	Company 2019 £	2018 £
Bank loans	-	12,000,000	-	-
Other loans	-	2,278,000	-	2,278,000
	<u>-</u>	<u>14,278,000</u>	<u>-</u>	<u>2,278,000</u>
Payable after one year	-	14,278,000	-	2,278,000

Of the loans above, £12,000,000 was payable by the group on 17 August 2022 and was subject to interest at the greater of LIBOR or 1%, plus 8% per annum. This loan was secured by way of a fixed and floating charge over all of the property of the group.

The company had loans repayable on 7 December 2022 totalling £2,278,000 that were subject to interest at 9% per annum. These loans were secured by way of a fixed and floating charge over all of the property of the group.

The loans were all settled in the year.

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

19 Finance lease obligations

	Group 2019 £	2018 £	Company 2019 £	2018 £
Future minimum lease payments due under finance leases:				
Less than one year	322,437	365,942	-	-
Between one and five years	496,480	819,346	-	-
	818,917	1,185,288	-	-
Less: future finance charges	(139,186)	(251,465)	-	-
	679,731	933,823	-	-

Finance lease payments represent rentals payable by the company or group for certain items of plant and machinery. Leases include purchase options at the end of the lease period, and no restrictions are placed on the use of the assets. The average lease term is 5 years and at the reporting date the average unexpired lease term is approximately two and a half years. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

20 Financial instruments

	Group 2019 £	2018 £	Company 2019 £	2018 £
Carrying amount of financial assets				
Debt instruments measured at amortised cost	3,139,955	1,634,734	n/a	n/a
Carrying amount of financial liabilities				
Measured at amortised cost	19,069,070	18,746,400	n/a	n/a

As permitted by the reduced disclosure framework within FRS 102, the company has taken advantage of the exemption from disclosing the carrying amount of certain classes of financial instruments, denoted by 'n/a' above.

21 Deferred taxation

The major deferred tax liabilities and assets recognised by the group and company are:

	Liabilities 2019 £	Liabilities 2018 £
Group		
Accelerated capital allowances	89,589	38,815
Other short-term timing differences	(6,293)	(6,293)
Identifiable intangible fixed assets	327,185	597,584
	410,481	630,106

The company has no deferred tax assets or liabilities.

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

21 Deferred taxation (Continued)

	Group 2019 £	Company 2019 £
Movements in the year:		
Liability at 1 April 2018	630,106	-
Credit to profit or loss	(219,625)	-
Liability at 31 March 2019	<u>410,481</u>	<u>-</u>

The deferred tax liability in respect of accelerated capital allowances is not expected to reverse before April 2020 and the deferred tax liability in respect of identifiable intangible fixed assets is expected to reverse by £275,808 (2018: £275,808) within 12 months of the reporting date.

22 Retirement benefit schemes

	2019 £	2018 £
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	<u>26,178</u>	<u>2,274</u>

A defined contribution pension scheme is operated for all qualifying employees. The assets of the scheme are held separately from those of the group in an independently administered fund. There were no contributions outstanding or prepaid at the reporting date.

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

23 Share capital

	Group and company	
	2019	2018
	£	£
Ordinary share capital		
Issued and fully paid		
15,053 A Ordinary shares of £1 each	15,053	12,429
2,345,935 B Ordinary shares of 1p each	23,459	23,459
15,438 C Ordinary shares of £1 each	15,438	15,438
2,049 Ordinary shares of £1 each	2,049	778
	<u>55,999</u>	<u>52,104</u>

The A Ordinary shares have voting rights as more particularly set out in the articles of association. Each share has attached to it capital and dividend rights as more particularly set out in the articles of association. The shares do not confer rights of redemption.

The B Ordinary shares do not have voting rights save in respect of any matter that requires the approval of the B shares as more particularly set out in the articles of association. Each share has attached to it capital and dividend rights as more particularly set out in the articles of association. The shares do not confer rights of redemption.

The C Ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer rights of redemption.

The Ordinary shares do not have voting rights save in respect of any matter that requires the approval of the Ordinary shareholders as more particularly set out in the articles of association. Each share has attached to it capital and dividend rights as more particularly set out in the articles of association. The shares do not confer rights of redemption.

A Put and Call Option Agreement was in place whereby Creative Car Park Holdings Ltd was entitled to acquire the remaining 25% interest in the subsidiaries of the group on the event of an exit. The current holder of the interest was also entitled to sell the interest to Creative Car Park Holdings Ltd at any time. If the option was exercised, the acquisition of the interest would take place via a share for share exchange, with the exercise price being the fair value of the shares. As such, no fair value had been recognised in respect of the derivative. The group did not hold present access to the returns associated with the 25% interest held by the holder of the call option and accordingly non-controlling interest was presented in the financial statements in respect of this holding. This option was exercised after the year end on 25 June 2019.

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

23 Share capital (Continued)

Reconciliation of movements during the year:

	A Ordinary shares Number	B Ordinary shares Number	C Ordinary shares Number	Ordinary shares Number
At 1 April 2018	12,429	2,345,935	15,438	778
Issue of fully paid shares	2,624	-	-	1,271
At 31 March 2019	15,053	2,345,935	15,438	2,049

Current year

During the year the company issued 2,624 A Ordinary shares of £1 each for a total consideration of £2,624.

The company also issued 1,271 Ordinary shares of £1 each during the year, for a total consideration of £17,031.

Prior period

During the prior period, the company issued 12,429 A Ordinary shares of £1 each for a total consideration of £12,429.

In the prior period, the company also issued 778 Ordinary shares of £1 each for a total consideration of £778.

The company also issued 2,345,935 B Ordinary shares of 1p each for a total consideration of £2,345,935, less transaction costs of £228,000.

The company also issued 15,438 C Ordinary shares of £1 each, 498 of which were issued for cash on incorporation and 14,940 were issued by way of share for share exchange. The fair value of the shares received in exchange for the shares was £33,418,304.

The company also issued 778 Ordinary shares of £1 each for a total consideration of £778.

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

24 Reserves

Reserves of the group represent the following:

Share premium

Consideration received for shares issued above their nominal value net of transaction costs.

Profit and loss reserves

Cumulative profit or loss net of distributions to owners.

25 Cash generated from group operations

	2019 £	2018 £
Loss for the year after tax	(3,256,824)	(1,324,093)
Adjustments for:		
Taxation charged	47,183	23,423
Finance costs	1,882,683	575,260
Amortisation and impairment of intangible assets	6,459,900	2,153,297
Depreciation and impairment of tangible fixed assets	653,480	174,815
Movements in working capital:		
(Increase) in debtors	(1,073,489)	(715,939)
(Decrease)/increase in creditors	(2,519,514)	58,810
Cash generated from operations	2,193,419	945,573

Non-cash transactions

During the year the group entered into finance lease contracts in respect of assets with a total capital value at inception of the contracts of £Nil (2018: £195,996).

26 Operating lease commitments

Lessee

At the reporting end date the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group 2019 £	2018 £	Company 2019 £	2018 £
Within one year	152,208	176,500	-	-
Between one and five years	305,417	457,625	-	-
	<u>457,625</u>	<u>634,125</u>	<u>-</u>	<u>-</u>

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

26 Operating lease commitments (Continued)

In addition to the above, the group also leases land, whereby the rent due is calculated as 50% of tariff payments and 10% of enforcement notice income generated on the land to which the lease relates. The lease expires in March 2020.

27 Financial commitments, guarantees and contingent liabilities

In accordance with Section 479C of the Companies Act 2006, Creative Car Park Holdings Ltd has provided a guarantee over the liabilities of Creative Car Park Bidco Ltd and Creative Car Park Ltd.

A cross guarantee exists between Project Neptune Midco 2 Limited, Creative Car Park Holdings Ltd, Creative Car Park Bidco Ltd, Creative Technologies and Systems Limited, Creative Car Park Ltd, Creative (Contracts) Car Park Limited and Civil Enforcement Ltd. The outstanding net balance in relation to this loan is £17,314,086 (2018: £Nil). This is secured by a fixed and floating charge over the companies' assets.

Cross guarantees exist between the company and its immediate parent company, Project Neptune Bidco Limited, and another group company, Project Neptune Midco 1 Limited, in respect of loans issued to these companies. These loans are secured by a fixed and floating charge over the company's assets.

28 Events after the reporting date

A call and put option was exercised as referred to in note 23.

29 Related party transactions

Remuneration of key management personnel

The remuneration of key management personnel of the group, who are also directors, is as follows.

	2019 £	2018 £
Aggregate compensation	881,730	131,175

Transactions with related parties

The group recharged £12,500 during the year for staffing costs to a company under common ownership (2018: The company recharged data and hosting costs of £20,552 to the group). The amount owed to the company at the year end was £Nil (2018: £150,000).

The group was charged rent and service charges of £66,359 (2018: £69,352) by a company in which a director has a beneficial interest. The amount owed to the company at the year end was £Nil (2018: £Nil).

The amount owed in respect of a shareholder loan at the year end was £Nil (2018: £2,278,000). Fees of £109,344 (2018: £64,482) and interest of £200,078 (2018: £33,214) were charged during the year.

The amount owed to a director by a subsidiary company was £Nil (2018: £2,576,048).

CREATIVE CAR PARK HOLDINGS LTD

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2019

30 Controlling party

The ultimate parent entity is Inflexion Buyout V Investments LP, an LP incorporated in Guernsey.

The immediate parent company is Project Neptune Bidco Limited. Its registered office address is The Studio, St. Nicholas Close, Elstree, Hertfordshire, WD6 3EW.