Agnew Corporate Limited

Annual report and financial statements

Registered number NI011916

For the year ended 31 December 2014

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Contents

Strategic report					1
Directors' report	i i i i i i i i i i i i i i i i i i i		•		2
Statement of directors' responsibilities in financial statements	n respect of the strates	gic report, the directors'	report and the		- 3
Independent auditor's report to the memb	pers of Agnew Corpor	rate Limited		• •	4
Profit and loss account					5
Balance sheet					6
Notes to the financial statements					7

Strategic report

Principal activity and business review

The company's principal activity during the year comprised the sale and leasing of motor vehicles and the provision of ancillary services.

Results and dividends

The company's profit/(loss) before tax for the year was £1,039,000 (2013: £683,000) Further details with regard to the trading results for the year and the amount transferred to reserves are set out on page 5.

The directors do not recommend the payment of a final dividend (2013: £Nil).

Principal risks and uncertainties

The management of the business and the execution of the company's strategy are subject to a number of risks.

The key business risks and uncertainties affecting the company are considered to relate to competition from both national and independent retailers and employee retention.

Further discussion of these risks and uncertainties, in the context of the Sytner Group as a whole, is provided in the strategic report for Sytner Group Limited, which does not form part of this report.

Key performance indicators

The company is part of the Sytner Group. The development, performance and position of the group, which includes this company, is provided in the strategic report for Sytner Group Limited, which does not form part of this report.

By order of the board

A Collinson
Director

1

Agnew Corporate Limited Annual report and financial statements For the year ended 31 December 2014

Directors' report

The directors present their annual report, together with the financial statements and auditor's report, for the year ended 31 December 2014.

Directors

The directors who served during the year and subsequently are shown below:

Y Magee A Collinson

Creditor payment policy

The company's policy in respect of its suppliers is to agree terms of payment on or before entering into each transaction and to adhere to such terms, subject to satisfactory completion of the transaction concerned. Where prior agreement is neither practicable nor feasible, invoices will be dealt with in a timely manner as part of a systematic payment process. The company does not follow any code or standard on payment practice. At 31 December 2014, the company's creditor days compared to the value of suppliers' invoices received in the year was 6 days (2013: 13 days).

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant information of which the Company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

Our Auditor KPMG Audit Plc, has instigated an orderly wind down of business. Pursuant to Section 487 of the Companies Act 2006, the board has decided to put KPMG LLP forward to be appointed as auditor and a resolution concerning their appointment will be put to the forthcoming Board meeting.

By order of the board

KULISE

A Collinson

Director

18 Boucher Way
Belfast
BT12 6RE
Northern Ireland

18 September 2015

Statement of directors' responsibilities in respect of the strategic report, the directors' report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members of Agnew Corporate Limited

We have audited the financial statements of Agnew Corporate Limited for the year ended 31 December 2014 set out on pages 5 to 16. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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

Respective responsibilities of directors and auditor

As explained more fully in the directors' responsibilities statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its profit for the year then ended
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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

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

John Leech (Senior Statutory Auditor)

plical

for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants

One Snow Hill

Snow Hill Queensway

Birmingham

B4 6GH

18 September 2015

Profit and loss account

for the year ended 31 December 2014

	Note	2014 £000	2013 £000
Turnover Continuing operations Acquisitions and new businesses		22,093	19,506
requisitions and new obstitesses		22,093	19,506
Discontinued operations		-	-
Total turnover	1	22,093	19,506
Cost of sales		(9,492)	(8,326)
Gross profit		12,601	11,180
Distribution costs Administrative expenses		(11.524)	(10.467)
		(11,524)	(10,467)
Operating profit/(loss)		1.055	712
Continuing operations		1,077	713
· Acquisitions and new businesses		-	-
		1,077	713
Discontinued operations		-	-
Total operating profit/(loss)		1,077	713
Des Character of hardware			
Profit on sale of business		-	-
Profit on sale of fixed assets		-	-
Profit/(loss) before finance charges		1,077	713
Other interest receivable and similar income	3	•	
Interest payable and similar charges	4	(38)	(30)
Profit/(loss) on ordinary activities before taxation		1,039	683
Tax on profit/(loss) on ordinary activities	7	(233)	(168)
Profit/(loss) for the financial year		806	515

In each year, there were no recognised gains and losses other than the profit/(loss) for the year.

In each year there are no material differences between the retained profit/(loss) and the historical cost equivalent.

Notes from pages 7 to 16 form part of the financial statements.

Balance sheet at 31 December 2014

•	Note	2014 £000	£000	2013 £000	£000
Fixed assets		•			
Intangible assets	10		-		-
Tangible assets	11		37,171		35,717
Investments	12		-		-
•			37,171		35,717
Current assets					
Stocks	13	3,229		2,717	
Debtors	14	1,731		1,724	
Cash at bank		•		1	
		4,960		4,442	
Creditors: amounts falling due within one year	15	(25,847)		(25,269)	
Creditors: amounts faming due within one year	13	(23,647)		(23,209)	
Net current assets/(liabilities)			(20,887)		(20,827)
Total assets less current liabilities			16,284		14,890
Creditors: amounts falling due after more than one year	16		(14,312)		(13,724)
Provisions for liabilities and charges	17		-		-
Net assets			1,972		1,166
Capital and reserves					
Called up share capital	18		1		1
Share Premium	20		_		-
Capital redemption reserve	20		_		-
Profit and loss account	19		1,971		1,165
Total equity shareholders' funds	20		1,972		1,166

These financial statements were approved by the board of directors on 18 September 2015 and were signed on its behalf by:

A Collinson

Director

Registered number NI011916

Notes from pages 7 to 16 form part of the financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Basis of preparation

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

Going Concern

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the strategic report on page 1. They are prepared on a going concern basis, notwithstanding the deficiency of net current assets shown in the balance sheet, as the directors have received an assurance of continuing financial support from Sytner Group Limited. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Turnover

Turnover, which arises wholly in the United Kingdom is the amount derived from the provision of goods and services falling within the company's ordinary activities after deduction of trade discounts and value added tax.

Where vehicles are supplied to a leasing company for contract hire purposes and the Company undertakes to repurchase the vehicle at a predetermined date and value the significant risks and rewards of ownership are deemed not to have transferred outside the Company and consequently no sale is recognised.

The repurchase commitments for the vehicles are held within creditors with the respective asset within fixed assets motor vehicles. The income remaining on the initial transaction with the leasing company is held as deferred income and spread over the period of the agreement.

Cash flow statement

Under FRS1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary of Sytner Group Limited which includes the company in its own consolidated financial statements which are publicly available.

Investment in subsidiaries

Shares in subsidiary companies are stated at cost less any provision for impairment.

Acquisitions

Acquisitions are accounted for under the acquisition accounting method. The results of businesses acquired are consolidated for the period from the date on which control passed.

Goodwill, representing any excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired, is amortised on a straight line basis over a period up to 20 years. Provision is made for any impairment.

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life, as follows:

Freehold land and buildings - 50 years

Short leasehold land and buildings - over lease term

Fixtures and equipment and motor vehicles

Courtesy Vehicles - between 3 and 10 years

4 years

Residual value is calculated on prices prevailing at the date of acquisition.

1 Accounting policies (continued)

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost incurred in bringing each product to its present location and condition is based on purchase price less trade discounts. Net realisable value is based on estimated selling price less further costs expected to be incurred to disposal. Provision is made for obsolete, slow-moving or defective items where appropriate.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

Pension costs

A number of employees are members of the Sytner Group Pension Plan, a defined contribution scheme.

For defined contribution schemes the amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits is the contributions payable in the period. Differences between contributions payable in the period and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

Leases

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis.

Assets acquired under finance leases are capitalised and the outstanding future lease obligations are shown in creditors. Rental payments are apportioned between the finance element which is charged to the profit and loss account and the capital element which reduces outstanding lease obligations.

Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction or, if hedged, at the forward contract rate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, at the forward contract rate. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the profit and loss account.

2 Profit and loss analysis

Year ended 31 December 2014

	Continuing operations	Acquisitions and new businesses	Discontinued operations	Total
·	£000	£000	£000	£000
Turnover	22,093	-	-	22,093
Cost of sales	(9,492)	-	-	(9,492)
Gross profit	12,601	-	-	12,601
Distribution costs	-	-	-	-
Administrative costs	(11,524)	-	•	(11,524)
Operating profit	1,077		-	1,077
Operating profit before goodwill	1,077		-	1,077
Goodwill amortisation	-	-	-	-
Operating profit after goodwill	1,077	-	-	1,077
				

2 Profit and loss analysis (continued)

Year ended 31 December 2013				
	Continuing operations	Acquisitions and new businesses	Discontinued operations	Total
	£000	£000	£000	£000
Turnover	19,506	-	-	19,506
Cost of sales	(8,326)	-	-	(8,326)
Gross profit	11,180	-	-	11,180
Distribution costs	-	-	-	-
Administrative costs	(10,467)	-	. •	(10,467)
Operating profit	713	-	-	713
Operating profit before goodwill	713	-	-	713
Goodwill amortisation	-	-	-	-
Operating profit after goodwill	713		-	713
3 Other interest receivable and similar income			2014 £000	2013 £000
Bank interest Dividend received			-	-
			-	;
4 Interest payable and similar charges			2014 £000	2013 £000
Stocking loan interest Bank overdrafts			38	30
			38	30

Notes to the profit and loss account		
	2014	2013
	£000	£000
Profit on ordinary activities before taxation is		
after charging/(crediting)		
Depreciation		
Owned	10,415	9,425
Leased	-	•
Amortisation of goodwill	-	•
Rent receivable	•	-
Operating lease rentals		
Land and buildings	-	-
Hire of plant and machinery	9	9

The audit fee for the current and prior year has been borne on this company's behalf by another group company, for which no recharge has been made.

Amounts receivable by the company's auditor in respect of services to the company, other than the audit of the company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the company's intermediate parent Sytner Group Limited.

6 Staff costs

The average number of persons employed by the company (including directors) during the year was as follows:

	Number of employees		
	2014	2013	
	_	_	
Workshop staff	7	6	
Sales and distribution	12	13	
Administration	14	13	
	33	32	
The aggregate payroll costs of these persons were as follows:			
	£000	£000	
Wages and salaries	916	895	
Social security costs	84	88	
Pension costs	22	12	
	1,022	995	

Directors' remuneration

The directors who served during the year are all directors of an intermediate parent company, Isaac Agnew (Holdings) Limited and are remunerated by that company, with the exception of A Collinson who is remunerated by Sytner Group Limited, a company incoporated in England & Wales. It is not practicable to allocate their remuneration to individual companies in the group. The remuneration has, therefore, been disclosed in the financial statements of Isaac Agnew (Holdings) Limited, with the exception of A Collinson, which is disclosed in the financial statements of Sytner Group Limited. The same is true for the prior year.

7 Taxation

Analysis of charge/(credit) in year		
•	2014	2013
	£000	£000
UK corporation tax		
Current tax on income for the year	271	210
Adjustment in respect of previous years	•	(2)
Total current tax	271	208
Deferred tax (see note 17)		
Origination/reversal of timing differences	(41)	(46)
Effect of change in tax rate	3	6
Adjustment in respect of previous years	-	-
Total deferred tax	(38)	(40)
Tax on profit/(loss) on ordinary activities	233	168

Factors affecting the tax charge/(credit) for the current year

The current tax charge/(credit) for the year is higher (2013: higher) than the standard rate of corporation tax in the UK of 21.5% (2013: 23.25%). The differences are explained below:

	2014 £000	2013 £000
Current tax reconciliation		
Profit/(loss) on ordinary activities before taxation	1,039	683
Current tax at 21.5% (2013: 23.25%)	223	159
Effects of:		
Tax deductible capitalised costs	-	-
Expenses not deductible for tax purposes	7	4
Non-deductible goodwill	-	-
Capital allowances in excess of depreciation	41	47
Difference between accounts profit and taxable profits on capital asset disposals	-	-
Accounting depreciation for which no relief due	· <u>-</u>	-
Short term timing differences	-	-
Utilisation of tax losses	-	-
Other timing differences	-	-
Adjustment in respect of prior year	-	(2)
Total current tax charge/(credit) (see above)	271	208

Factors that may affect future current and total tax charges

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted 2 July 2013. In the Budget on 8 July 2015, the Chancellor announced additional planned reductions to 18% by 2020. This will reduce the company's future current tax charge accordingly. The deferred tax liability at 31 December 2013 and 31 December 2014 has been calculated based on the rate of 20% substantively enacted at the balance sheet date.

8 Dividends paid on equity shares		
	2014	2013
	£000	£000
Interim dividend paid	-	-
9 Acquisitions and new businesses		
During the year no businesses have been acquired by or transferred in	to Agnew Corporate Limited.	
10 Intangible fixed assets		
		Goodwill
		£000
Cost		
At beginning of year		-
Acquisition (note 9)		-
Disposal Transfer		-
Transfer		_
At end of year		
The old of your		
Amortisation		
At beginning of year		-
Charge for the year		•
Impairment loss		-
Disposal		-
Transfer		-
A4		
At end of year		-
Net book value		
At 31 December 2014		-
At 31 December 2013		-

Courtesy

Total

Notes (continued)

Tangible fixed assets

·	land and buildings	leasehold land and buildings	and equipment	venicies	venicies	
	£000	£000	£000	£000	£000	£000
Cost						
At beginning of year	-	-	184	51,313	-	51,497
Acquired	•	-	-	-	-	-
Additions	•	-	23	17,970	-	17,993
Disposals	-	-	(2)	(16,032)	-	(16,034)
Inter-company transfers	-	-	-	-	-	-
At end of year			205	53.251		53,456

Short

Fixtures

Motor

Freehold

Disposals	-	-	(2)	(16,032)	-	(16,034)
Inter-company transfers	-	-	-	-	-	-
At end of year	-	-	205	53,251	-	53,456
Depreciation						
At beginning of year	-	-	172	15,608	-	15,780
Acquired	-	-	-	-	-	-
Charge for year	-	•	7	10,408	-	10,415
Impairment losses	•	-		-	-	-
Disposals	-	-	(2)	(9,908)	-	(9,910)
Inter-company transfers	-	-	-	-	-	-
At end of year	-		177	16,108		16,285
Net book value						
At 31 December 2014	-	-	28	37,143	-	37,171
At 31 December 2013	-	-	12	35,705	-	35,717

Included in tangible fixed assets are assets held under finance leases and hire purchase contracts with net book value of £Nil (2013: £Nil).

Courtesy vehicles are funded by stocking loans which are secured as described in note 15.

The replacement cost of stocks is not materially different from the value stated above.

12 Investments		£000
Cost and net book value At beginning and end of year		-
13 Stocks	2014	2013
Vehicles for resale	£000 3,229	£000 2,717
Consignment stock Parts	- -	· -
	3,229	2,717

14	Debtors		
		2014	2013
		000£	£000
Trade	debtors	369	756
Amou	ints owed by group undertakings	1,038	731
Other	debtors	89	195
Defen	red tax asset (note 17)	. 79	41
Prepay	yments and accrued income	20	1
Corpo	ration tax receivable	136	-
		1,731	1,724
15	Creditors: amounts falling due within one year		
		2014	2013
		000£	£000
Shares	s classified as liabilities	-	-
Bank	overdraft	320	532
Stock	ing loans	-	-
Consi	gnment stock liabilities	-	-
Obliga	ations under finance leases and hire purchase contracts	-	-
Trade	creditors	474	778
Amou	ints owed to group undertakings	-	-
Corpo	oration tax payable	-	105
Other	taxes and social security	284	430
Other	creditors	22,741	21,332
Accru	als and deferred income	2,028	2,092
		25,847	25,269

The stocking loans are secured on the vehicles to which they relate and bear interest related to Finance House base rates.

Amounts owed to group undertakings are interest free and do not have a fixed repayment date.

16 Creditors: Amounts falling due after more than one year	
2014	2013
0003	£000
Accruals & deferred income 14,312	13,724
Obligations under bank loans:	
Between one and two years	-
Between two and five years -	•
14,312	13,724

All amounts included within accruals and deferred income are expected to mature in less than 5 years.

17 Deferred tax (asset)/liability

The provision for deferred tax is as follows:				2014	2013
				£000	£000
Accelerated capital allowances Other timing differences				(79) -	(41)
Deferred tax (asset)/liability				(79)	(41)
There is no unprovided deferred tax at either the current year end	or precedi	ng year end.			
Movements on the provision for deferred tax are analysed below:					
				£000	£000
Balance at beginning of year Charged/(credited) to profit and loss account (note 7) Acquisitions				(41) (38)	(1) (40)
Transfer from another group undertaking				-	-
Balance at end of year				(79)	(41)
18 Called up share capital				2014	2013
				£000	£000
Allotted, called up and fully paid: 1,000 ordinary shares of £1 each				1	1
19 Profit and loss account					
				2014 £000	2013 £000
Balance at beginning of year				1,165	650
Profit/(loss) for the financial year Dividend paid				806 -	515 -
Balance at end of year	•			1,971	1,165
·					
20 Reconciliation of movements in shareholders' fund	s				
	Share capital	Share premium account	Capital redemption I reserve	Profit & Loss account	Total
	£000	£000	£000	£000	£000
At beginning of year Profit/(loss) for the financial year	1 -	-	-	1,165 806	1,166 806
Dividend paid	-	-	-	-	-
At end of year	1	-		1,971	1,972
•					

21 Financial commitments

Operating leases

Annual commitments under non-cancellable leases are as follows:

	Land and	l buildings	Other	leases
	2014	2013	2014	2013
	£000	£000	£000	£000
Expiry date:				
Within one year	-	-	-	-
Between two and five years	-	-	9	9
After five years	-	-	-	•
	-	-	9	9
	<u> </u>			

Capital commitments

The company had capital commitments of £Nil at 31 December 2014 (2013: £Nil).

Contingent liabilities

As at 31 December 2014 the gross borrowings outstanding under the Group's bank facilities in aggregate were £92,716,000 (2013: £73,269,000).

22 Ultimate parent company and controlling party

The company is a subsidiary undertaking of Penske Automotive Group, Inc., incorporated in Michigan, USA. Penske Automotive Group, Inc. is also the largest group in which the results of the company are consolidated. The consolidated financial statements are available from 2555 Telegraph Road, Bloomfield Hills, Detroit, MI 48302-0954, USA.

The smallest group in which the results are consolidated is that headed by Sytner Group Limited incorporated in England and Wales. The consolidated financial statements are available to the public from the registrar of companies.

23 Related party transactions

The company entered into a number of transactions during the year with other companies within the above group. Under the provisions of FRS 8 no disclosure has been provided on the grounds that all companies within the group are 100% owned and the consolidated financial statements of the parent company are publicly available.

24 Pension Scheme

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company. Contributions to the scheme are charged to the profit and loss account in the year they are incurred.

Total pension charge for the year was £22,000 (2013: £12,000), wholly in respect of contributions to the defined contribution scheme. Outstanding contributions at the end of the financial year were £1,833 (2013: £1,000).