

REGISTERED NUMBER: SC334753 (Scotland)

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Report of the Directors and
Financial Statements for the Year Ended 31 December 2014
for
Associated Offices Limited



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for the Year Ended 31 December 2014**

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Associated Offices Limited

Company Information
for the Year Ended 31 December 2014

DIRECTORS:

PDE Gibson
R Morris

REGISTERED OFFICE:

Collins House
Rutland Square
Edinburgh
Midlothian
EH1 2AA

REGISTERED NUMBER:

SC334753 (Scotland)

AUDITORS:

KPMG
Chartered Accountants and Statutory Auditor
Stokes House
17-25 College Square East
Belfast
BT1 6DH

Report of the Directors for the Year Ended 31 December 2014

The directors present their report with the financial statements of the company for the year ended 31 December 2014.

DIVIDENDS

No dividends were paid or proposed for either the year ended 31 December 2014 or the year ended 31 December 2013.

FUTURE DEVELOPMENTS

The company ceased to trade on 30 June 2011 and has no ongoing trading activity.

DIRECTORS

The directors who have held office during the period from 1 January 2014 to the date of this report are as follows:

N Benbow - resigned 15 March 2014

N McIntyre - resigned 15 March 2014

PDE Gibson - appointed 15 March 2014

JR Spencer - appointed 15 March 2014 - resigned 5 September 2014

R Morris - appointed 1 September 2014

POLITICAL CONTRIBUTIONS

The company made no political contributions in either the year ended 31 December 2014 or the year ended 31 December 2013.

SMALL COMPANY EXEMPTION

In preparing the Directors' Report, the directors have taken the small companies exemption under section 414B of the Companies Act 2006 not to prepare a Strategic Report.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are 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.

GOING CONCERN

As explained in note 1 to the financial statements, the directors do not believe the going concern basis to be appropriate and these financial statements have not been prepared on that basis.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) 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 in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Associated Offices Limited (Registered number: SC334753)

Report of the Directors
for the Year Ended 31 December 2014

AUDITORS

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be re-appointed and KPMG will therefore continue in office.

BY ORDER OF THE BOARD:

A handwritten signature in black ink, appearing to be 'PDE Gibson', with a horizontal line extending to the right.

PDE Gibson - Director

11 September 2015

Independent Auditors' Report to the Members of Associated Offices Limited

We have audited the financial statements of Associated Offices Limited for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice). The financial statements have not been prepared on a going concern basis for the reason set out in note 1.

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 auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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

Opinion on financial statements

In our opinion the financial statements:

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

Opinion on other matter prescribed by the Companies Act 2006

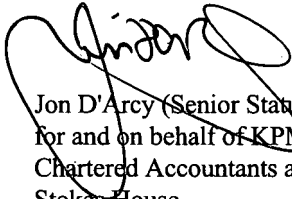
In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent Auditors' Report to the Members of Associated Offices Limited

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, 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; or
- the directors were not entitled to take advantage of the small companies' exemption from the requirement to prepare a Strategic Report.



Jon D'Arcy (Senior Statutory Auditor)
for and on behalf of KPMG
Chartered Accountants and Statutory Auditor
Stokes House
17-25 College Square East
Belfast
BT1 6DH

11 September 2015

Profit and Loss Account
for the Year Ended 31 December 2014

| | Notes | 2014 £'000 | 2013 £'000 |
|--|-------|---------------|---------------|
| TURNOVER | | - | - |
| OPERATING PROFIT | 3 | - | - |
| Interest receivable and similar income | 4 | 4 | 3 |
| PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | | 4 | 3 |
| Tax on profit on ordinary activities | 5 | - | - |
| PROFIT FOR THE FINANCIAL YEAR | | 4 | 3 |

DISCONTINUED OPERATIONS

All of the current year results have arisen from discontinued operations.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year.

NOTE OF HISTORICAL COST PROFITS AND LOSSES

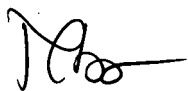
The difference between the results as disclosed in the profit and loss account and the results on an unmodified historical cost basis is not material.

Associated Offices Limited (Registered number: SC334753)

Balance Sheet
31 December 2014

| | Notes | 2014 £'000 | 2013 £'000 |
|--|-------|----------------|----------------|
| CURRENT ASSETS | | | |
| Debtors | 6 | 1,259 | 1,256 |
| CREDITORS | | | |
| Amounts falling due within one year | 7 | 4,531 | 4,532 |
| NET CURRENT LIABILITIES | | <u>(3,272)</u> | <u>(3,276)</u> |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | <u>(3,272)</u> | <u>(3,276)</u> |
| CAPITAL AND RESERVES | | | |
| Called up share capital | 8 | - | - |
| Profit and loss account | 9 | <u>(3,272)</u> | <u>(3,276)</u> |
| SHAREHOLDERS' FUNDS | 11 | <u>(3,272)</u> | <u>(3,276)</u> |

These financial statements were approved by the Board of Directors on 11 September 2015 and were signed on its behalf by:



PDE Gibson - Director

Notes to the Financial Statements
for the Year Ended 31 December 2014

1. ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared in accordance with the requirements of the Companies Act 2006 and comply with UK Generally Accepted Accounting Practice.

Accounting convention

The financial statements have been prepared under the historical cost convention.

Cash flow statement

In accordance with FRS 1, a cash flow statement has not been prepared on the grounds that the company is a wholly owned subsidiary undertaking of Regus plc and its cash flows are included within the consolidated cash flow statement of that company.

Taxation

The charge for taxation is based on the profit or loss 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.

Going concern

The company's business activities are set out in the Report of the Directors on page 2. As explained in the Report of Directors, the company ceased trading on 30 June 2011. The financial statements have been prepared on a basis other than that of a going concern which includes, where appropriate, writing down the company's assets to net realisable value. The financial statements do not include any provision for the future costs of terminating the business except to the extent that such costs were committed at the balance sheet date.

Related party transactions

As the company is a wholly owned subsidiary of Regus plc, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group.

Start-up costs

Start-up costs (including formation costs, costs related to finding property and any other centre opening costs) are charged to the profit and loss account as they are incurred.

Refurbishment

The terms of most building leases require the company to make good dilapidation or other damage occurring during the rental period. Due to the nature of the business, centres are maintained to a high standard. Provisions for dilapidations are only made when the company considers that it is likely that the premises will be vacated by the company and it is known that a dilapidation has occurred.

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

2. STAFF COSTS

There were no staff costs for the year ended 31 December 2014 nor for the year ended 31 December 2013.

Notes to the Financial Statements - continued
for the Year Ended 31 December 2014

3. OPERATING PROFIT

Amounts paid to the company's auditor in respect of services to the company have been paid for by Regus Management (UK) Limited. Details of auditor's remuneration are disclosed in the accounts of Regus Management (UK) Limited.

Neither N Benbow nor N McIntyre received any remuneration in relation to their services to the company. Details of PDE Gibson's remuneration are disclosed in the accounts of Regus Business Services Limited. Details of JR Spencer's remuneration are disclosed in the accounts of MWB Business Exchange Centres Limited. Details of R Morris's remuneration are disclosed in the accounts of Regus Management (UK) Limited.

4. INTEREST RECEIVABLE AND SIMILAR INCOME

| | 2014 £'000 | 2013 £'000 |
|--|---------------|---------------|
| Interest receivable from parent and fellow subsidiary undertakings | <u>4</u> | <u>3</u> |

5. TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the year ended 31 December 2014 nor for the year ended 31 December 2013.

Factors affecting the tax charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

| | 2014 £'000 | 2013 £'000 |
|--|---------------|---------------|
| Profit on ordinary activities before tax | <u>4</u> | <u>3</u> |
| Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 21.500% (2013 - 23.250%) | 1 | 1 |
| Effects of: Group relief received not paid for | <u>(1)</u> | <u>(1)</u> |
| Current tax charge | <u>-</u> | <u>-</u> |

Factors that may affect future and total tax charges

Following the 2014 Budget Statement, the main rate of UK corporation tax was reduced to 21% with effect from 1 April 2014 and will reduce to 20% from 1 April 2015. It is expected that this graduated fall in the main corporation tax rate will result in a reduction of the Company's future current tax charge.

6. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | 2014 £'000 | 2013 £'000 |
|------------------------------------|---------------|---------------|
| Amounts owed by group undertakings | <u>1,259</u> | <u>1,256</u> |

Notes to the Financial Statements - continued
for the Year Ended 31 December 2014

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | 2014 £'000 | 2013 £'000 |
|------------------------------------|---------------|---------------|
| Amounts owed to group undertakings | 4,531 | 4,531 |
| Other creditors | - | 1 |
| | <u>4,531</u> | <u>4,532</u> |

8. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

| Number: | Class: | Nominal value: | 2014 £ | 2013 £ |
|---------|----------|-------------------|-----------|-----------|
| 1 | Ordinary | £1 | <u>1</u> | <u>1</u> |

9. RESERVES

| | Profit and loss account £'000 |
|---------------------|--|
| At 1 January 2014 | (3,276) |
| Profit for the year | <u>4</u> |
| At 31 December 2014 | <u>(3,272)</u> |

10. ULTIMATE PARENT COMPANY

Associated Offices Limited is a wholly owned subsidiary of Banffshire Holdings Limited, a company incorporated in Great Britain and registered in England and Wales.

The smallest and largest group in which the results of the company are consolidated is that headed by Regus plc, a company incorporated in Jersey. The consolidated accounts of Regus plc are available to the public and may be obtained from the Company's website www.regus.com or from the Regus plc head office, 26 Boulevard Royal, L-2449 Luxembourg.

11. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

| | 2014 £'000 | 2013 £'000 |
|-------------------------------------|----------------|----------------|
| Profit for the financial year | <u>4</u> | <u>3</u> |
| Net addition to shareholders' funds | 4 | 3 |
| Opening shareholders' funds | <u>(3,276)</u> | <u>(3,279)</u> |
| Closing shareholders' funds | <u>(3,272)</u> | <u>(3,276)</u> |