Elliott Group Limited

Annual Report and Financial Statements

for the year ended 31 December 2017

Registered Number 00147207

Elliott Group Limited

Annual report and financial statements

for the year ended 31 December 2017

Contents

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Registered Number 147207

Directors and advisers

Directors
H N Azuwuike
R Jones
J O'Malley
S Thakrar

Secretary
J O'Malley

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Strategic report for the year ended 31 December 2017

As required by the amendments to the Companies Act 2006, effective 30 September 2013, the directors of Elliott Group Limited ("the company") present the Report and Financial Statements containing a strategic report, directors' report and the financial statements for the year ended 31 December 2017.

Business review and principal activities

The company is involved in the rent, sale and production of factory produced buildings for industry, commerce, education and government bodies.

The results for the year show a profit before tax of £19.0m (2016: £13.8m) and turnover of £163.5m (2016: £162.8m).

Key performance indicators

The company's financial performance is assessed primarily by turnover, gross profit, EBITDA and headcount. These are reported in the management accounts and reviewed by the board and operational managers.

	Year to 31 December 2017	Year to 31 December 2016	Change %
Turnover (£'000)	163,473	162,816	0%
Gross profit (£'000)	75,635	72,171	5%
EBITDA (£'000)	44,327	4,944	797%
Pre-tax profit (£'000)	19,027	13,778	38%
Headcount (average monthly numbers)	1,028	1,002	3%

Gross margin has increased from 44.3% in 2016 to 46.3% in 2017, mainly due to improved cost control through reduced delivery and maintenance costs.

EBITDA has increased this year by £39.4m primarily as a result of gains on foreign exchange of £5.8m (2016: losses of £18.7m), predominantly the non-cashflow credit for unrealised gains on the re-translation of US Dollar intercompany loans following the strengthening of pound sterling in the year.

Underlying EBITDA before foreign exchange gains and losses of £38.5m (2016: £23.6m) has increased by £14.9m due to the increased gross margin of £3.5m, a reduction of funding costs of £12.5m and profit on disposal of fixed assets of £1.2m, offset by inflationary increases in overheads of £1.2m (2%).

Pre-tax profit includes the receipt of a dividend from the company's subsidiary MBM of £NIL (2016: £14.3m).

Future developments

The trading environment in which the company operates is expected to remain competitive for the foreseeable future but the directors remain confident that the company can continue to increase its market share and improve its trading performance.

Strategic report for the year ended 31 December 2017 (continued)

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 aggressive pricing policies from both national and local competitors and volumes of non-residential construction projects. The company has provided cross guarantees in respect of borrowings made by the Group.

Price risk
The company is exposed to price risk in relation to our competitors. However, to mitigate this risk the company employs a Pricing Manager who has the sole function of monitoring local and national pricing trends to ensure the company maximises profit whilst remaining competitive. The company has no exposure to equity securities price risk as it holds no listed or other equity investments.

Non-residential construction
The company manages the risk of obtaining volumes of non-residential construction projects by differentiating themselves from the competition in terms of quality, price and availability of products thereby increasing the market share.

Financial risk management
The operations of the company expose it to a number of financial risks including the effects of credit risk, interest rate risk and foreign exchange risk.

Credit risk
The company has implemented policies that require appropriate credit checks on potential customers before sales are made. Each customer has an appropriate credit limit for their perceived risk. The company has credit insurance in place and insurance is applied for on all qualifying customer balances.

Interest rate risk
The company has both interest bearing assets and interest bearing liabilities, which represent balances with other Algeco/Scotsman group companies and bank borrowings and are subject to either fixed interest rates or variable interest rates. An increase in interest rates would have resulted in an increased finance cost and reduced profit for the year.

Foreign exchange risk
The company is exposed to foreign exchange risk as a result of certain of its loans being denominated in US dollars. These risks are managed by the Algeco Treasury function on behalf of the company.

Impairment risk
Impairment risk is managed by a continual assessment of both the condition of available rental units and the market they are expected to serve. Units in poor condition which cannot be rented and units which belong to discontinued products are written down to their recoverable value.

By order of the Board

J O'Malley
Secretary
31st May 2018

Directors' report for the year ended 31 December 2017

Directors

The directors who served during the year and up to the date of signing this report were:

H N Azuwuike
B M B Quenot (resigned 02 May 2018)
L J Newman (resigned 28 February 2018)
R Jones
J O'Malley (appointed 29 January 2018)
S Thakrar (appointed 29 January 2018)

Dividends

The directors do not recommend payment of a dividend for the year ended 31 December 2017 (2016: £nil).

Going concern

The company is part of the Algeco/Scotsman Holding Sarl Group of companies (the 'Group') and acts as a co-guarantor to the Group's financing arrangements.

With this support in place, covering the period to 31st May 2019, the directors consider that it is appropriate for the financial statements to be prepared on a going concern basis, having obtained confirmation from its ultimate controlling entity that adequate funding will be made available to enable the company to discharge its liabilities as they fall due.

The company's business activities, together with the factors and risks likely to affect its future development and position are set out on page 3 and 4 in the strategic report.

Employees

The company's policy is to consult and discuss with employees, through appropriate channels, matters likely to affect employees' interests and to make all employees aware of the financial and economic performance of their business unit and of the company as a whole.

The company gives full consideration to applications for employment from disabled persons where the candidate's particular aptitudes and abilities are consistent with adequately meeting the requirements of the job. Opportunities are available to disabled employees for training, career development and promotion. Where existing employees become disabled, it is the company's policy to provide continuing employment wherever practical in the same or an alternative position and to provide appropriate training to achieve this aim.

Events subsequent to the balance sheet date

On the 15th February 2018 the Group completed a comprehensive refinancing of the Company's capital structure including the issuing of New Notes dated 2023, a privately placed preferred stock facility and a new senior secured asset based facility, which is a key element of Elliott Group financing, also to 2023.

Directors' report for the year ended 31 December 2017
(continued)

Liability insurance
The company has taken out insurance to indemnify, against third party proceedings, the directors of the company whilst serving on the board of the company and of any subsidiary. This cover, together with that taken out by certain subsidiaries, where relevant, indemnifies all employees of the company who serve on the boards of all subsidiaries. These indemnity policies subsisted throughout the year and remain in place at the date of this report.

Disclosure of information to auditors
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the group's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Re-appointment of auditor
In accordance with s485 of the Companies Act 2006, a resolution is to be proposed at the Annual General Meeting for the reappointment of Ernst & Young LLP as auditor of the Company.

By order of the Board

J O'Malley
Secretary
31st May 2018

Statement of Directors' responsibilities for the year ended 31 December 2017

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 company and 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 accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the 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 are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor's report to the members of Elliott Group Limited

Opinion

We have audited the financial statements of Elliott Group Limited for the year ended 31 December 2017 which comprise the Statement of comprehensive income, the Balance sheet, the Statements of changes in equity and the related notes 1 to 27, 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 (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2017 and of its profit for the year then ended;

- have been properly prepared in accordance with and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'; 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 below. We are independent of the 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 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 set out on pages 2 to 7, 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 this report, we do not express any form of assurance conclusion thereon.

Independent auditor's report to the members of Elliott Group Limited (continued)

Other information (continued)

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 the 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 the 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 directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 7, 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 company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Independent auditor's report to the members of Elliott Group Limited (continued)

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.

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.

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

Anup Sodhi (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Cambridge, United Kingdom
31st May 2018

Elliott Group Limited

Registered Number 147207

Statement of comprehensive income for the year ended 31 December 2017

	Note	Year ended 31 December 2017 £'000	Year ended 31 December 2016 £'000
Turnover	2	**163,473**	**162,816**
Cost of sales		**(87,838)**	**(90,645)**
Gross profit		**75,635**	**72,171**
Administrative costs		**(38,457)**	**(61,474)**
Distribution costs		**(20,675)**	**(20,810)**
Amortisation of intangible assets		**(328)**	**(328)**
Operating profit/(loss)	3	**16,175**	**(10,441)**
Profit on disposal of fixed assets	5	**1,172**	**1,266**
Profit/(loss) on ordinary activities before interest and exceptional items		**17,347**	**(9,175)**
Interest receivable and similar income	8	**12,273**	**35,037**
Interest payable and similar charges	9	**(10,593)**	**(12,084)**
Profit on ordinary activities before taxation		**19,027**	**13,778**
Taxation	10	**3,983**	**(3,959)**
Profit on ordinary activities after taxation and profit for the financial year		**23,010**	**9,819**
Other comprehensive income		-	-
Total comprehensive income for the year		**23,010**	**9,819**

All of the above activities relate to continuing operations.

Elliott Group Limited

Registered Number 147207

Balance sheet as at 31 December 2017

	Note	At 31 December 2017 £'000	At 31 December 2016 £'000
Fixed assets			
Intangible assets	11	**1,067**	**1,394**
Tangible assets	12	**89,936**	**85,051**
Investments	13	**102,032**	**102,032**
		193,035	**188,477**
Current assets			
Stock	14	**3,196**	**3,341**
Debtors:			
amounts falling due less than one year	15	**40,752**	**39,356**
amounts falling due after more than one year	15	**145,062**	**248,709**
Cash at bank and in hand		**1,354**	**1,088**
		190,364	**292,494**
Creditors: amounts falling due within one year	16	**(139,003)**	**(63,782)**
Net current assets		**51,361**	**228,712**
Total assets less current liabilities		**244,396**	**417,189**
Creditors: amounts falling due after more than one year	17	**(41,131)**	**(236,577)**
Provision for liabilities and charges	18	**(1,103)**	**(1,460)**
Net assets		**202,162**	**179,152**
Capital and reserves			
Called up share capital	20	**23,721**	**23,721**
Share premium account	21	**218,061**	**218,061**
Capital redemption reserve	21	**4,824**	**4,824**
Merger reserve	21	**5,461**	**5,461**
Profit and loss account	21	**(49,905)**	**(72,915)**
Shareholders' funds		**202,162**	**179,152**

The financial statements on pages 11 to 35 were approved by the board of directors, authorised for issue on 31st May 2018 and were signed on its behalf by:

R Jones
Director

Statement of changes in equity for the year ended 31 December 2017

	Called-up share capital £'000	Share premium account £'000	Merger reserve £'000	Capital redemption reserve £'000	Profit and loss account £'000	Total £'000
At 1 January 2017	**23,721**	**218,061**	**5,461**	**4,824**	**(72,915)**	**179,152**
Profit for the year	-	-	-	-	23,010	23,010
At 31 December 2017	**23,721**	**218,061**	**5,461**	**4,824**	**(49,905)**	**202,162**

A description of the merger and capital contribution reserves is set out in note 21.

Notes to the financial statements for the year ended 31 December 2017

1 Accounting policies

Statement of compliance
Elliott Group Limited is a private company limited by shares incorporated and domiciled in England. The Registered Office is Manor Drive, Peterborough, Cambridgeshire, PE4 7AP.

These financial statements have been prepared on a going concern basis under the historic cost convention in accordance with the Companies Act 2006 and Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland'. A summary of the more important accounting policies, which have been reviewed by the board of directors in accordance with section 10 of FRS 102 'Accounting policies, estimates and errors' and have been applied consistently, is set out below.

Basis of preparation
The financial statements are prepared in GBP which is the functional currency of the company and rounded to the nearest £'000.

Group financial statements
The company is exempt by virtue of Section 400 of the Companies Act 2006 from the requirement to prepare group accounts on the grounds that it is a wholly owned subsidiary undertaking of Algeco/Scotsman Holding Sarl, a company incorporated in Luxembourg, and its subsidiary undertakings are included in the consolidated accounts of that undertaking. Algeco/Scotsman Holding Sarl prepares its financial statements, in all material respects, in accordance with the EC 7th Directive.

These financial statements represent information about the company as an individual undertaking and not about its group.

The consolidated financial statements of Algeco/Scotsman Holding Sarl, in which the results of the immediate parent company, Elliott Group Holdings (UK) Limited and its subsidiaries are included, are available from 20, Eugene Ruppert, L-2453, Luxembourg.

Disclosure Exemptions
The company has taken the following exemptions due to Algeco/Scotsman Holding Sarl preparing its financial statements in all material respects in accordance with the EC 7th Directive and the required disclosures are included in these accounts.

Cash flow statement
The company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 102 section 7 'Statement of cash flows' and paragraph 3.17(d).

Related party disclosures
The company is exempt under the terms of section 33 under FRS 102 'Related Party Disclosures' from disclosing related party transactions with wholly owned group entities and from disclosing key management personnel compensation.

Share-based payment
The company has taken advantage of the disclosure exemptions under the terms of section 26 under FRS 102 'Share based payment'.

Notes to the financial statements for the year ended 31 December 2017 (continued)

1 Accounting policies (continued)

Judgements and key sources of estimation uncertainty
The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

The following are the company's key sources of estimation uncertainty:

- **Percentage of completion revenue recognition of long-term projects**
  Due to estimates included in the revenue recognition of long-term service agreement and construction projects, revenue and profit presented by financial period only rarely correspond to the equal distribution of the total profit over the duration of the project. When revenue recognition from long-term projects is based on the percentage of completion method, the final result of the projects is regularly and reliably estimated. Calculation of the total income of projects includes estimates on the total expenditure required to complete the project as well as the development of sales prices. If the estimates of the end result of a contract change, the sales and profits recognised are adjusted in the financial period when the change first becomes known and can be evaluated. If it is probable that the total expenditure required to complete a contract will exceed the total income from the project, the expected loss is expensed immediately.

- **Lease commitments**
  The company has entered into leases both as a lessor and as a lessee. As a lessor it receives rental income arising from leases on hire units, and as a lessee it obtains use of property, plant and equipment. The classification of such leases as operating or finance leases requires the company to determine, based on an evaluation of the terms and conditions of the arrangements, whether it retains or acquires the significant risks and rewards of ownership of these assets and accordingly whether the lease requires a liability to be recognised in the statement of financial position.

- **Onerous lease provision**
  The company provides a provision for vacant leasehold properties which at the balance sheet date the company ceased to use for the purpose of business use, and for which it is required to make a judgement regarding the period of time it expects to sub-let the properties prior to the end of the leases.

- **Goodwill and intangible assets**
  The company establishes a reliable estimate of the useful life of goodwill and intangible assets arising on business acquisitions. 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.

- **Tangible assets**
  The company assesses the useful lives and residual values of fixed assets held. The estimate is based on the expected use of the acquired units and the useful lives and residual values of similar units.

  The carrying values of fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Notes to the financial statements for the year ended 31 December 2017 (continued)

1 Accounting policies (continued)

- **Dilapidations**
  The company has an obligation to return its leasehold property to its original or specified condition at the end of the lease term, and recognises a dilapidations provision as a result of this obligation. The services of a dilapidations consultant are used on a periodic basis to estimate the cost of lease dilapidations in respect of both operational and non-operational leased depots and offices. The total provision is accounted for based on the costs reported thereon.

- **Investments**
  The directors have made judgements on the carrying value of the Company's investment in subsidiary companies, taking into consideration their past trading performance and future anticipated profits, as well as external impairment indicators. They consider the carrying value to be the best estimate of the investment.

Going concern
The company is part of the Algeco/Scotsman Holding Sarl Group of companies (the 'Group') and acts as a co-guarantor to the Group's financing arrangements.

With this support in place, covering the period to 31st May 2019, the directors consider that it is appropriate for the financial statements to be prepared on a going concern basis, having obtained confirmation from its ultimate controlling entity that adequate funding will be made available to enable the company to discharge its liabilities as they fall due.

The company's business activities, together with the factors and risks likely to affect its future development and position are set out on page 3 and 4 in the Strategic Report.

Revenue recognition
Revenue is recognised to the extent that the company obtains the right to consideration in exchange for its performance. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, VAT and other sales taxes or duty. The following criteria must also be met before revenue is recognised:

Sale of goods
Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on installation of the goods, the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Rental income
Revenue is declared based on delivery or contract details as applicable to the individual contract. Rental income arising from operating leases on hire units is accounted for on a straight-line basis over the lease term.

Construction contracts
Where the outcomes of a construction contract can be estimated reliably, revenue and costs are recognised by reference to the stage of completion of the contract activity at the balance sheet date. The stage of completion is estimated based on the either proportion of contract costs incurred to date and the estimated costs to complete or surveys of work performed. Variations in contract work and claims are included to the extent that the amount can be measured reliably and its receipt is considered probable.

Where the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred where it is probable they will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Notes to the financial statements for the year ended 31 December 2017 (continued)

2 Accounting policies (continued)

Tangible assets and depreciation
Tangible assets are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Depreciation is provided on all tangible assets except freehold land at rates calculated to write off the cost of each asset to its residual value on a straight-line basis over its expected useful life, as follows:

Freehold buildings	50 years
Leasehold land and buildings	10 years (or life of lease)
Hire fleet and establishment buildings	10 – 15 years
Plant and machinery	3 – 5 years
Motor vehicles	3 – 5 years

The carrying values of fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Alterations
Customer specific alterations are capitalised within prepayments and other income and amortised over the length of the lease. This amortisation is recognised in Cost of sales.

Foreign currencies
Transactions in foreign currencies are initially recorded in sterling by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

Investments in subsidiary undertakings
Investments in subsidiary undertakings are recorded at cost plus incidental expenses less any provision for impairment. Impairment reviews are performed by the directors when there has been an indication of potential impairment.

Stock
Stocks are stated at the lower of cost and net realisable value, due allowance being made for obsolete or slow moving items. Cost includes all costs incurred in bringing each product to its present location and condition, as follows:

Raw materials, consumables and goods for resale	-	purchase cost on a first-in, first-out basis
Work in progress and finished goods	-	cost of direct materials and labour plus attributable overheads based on a normal level of activity

Net realisable value is based on estimated selling price less any further costs expected to be incurred to completion and disposal.

Notes to the financial statements for the year ended 31 December 2017 (continued)

1 Accounting policies (continued)

Deferred taxation
Deferred tax is recognised in respect of all timing differences which are differences between taxable profits and total income that arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements, with the following exception.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that the directors consider that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

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

Goodwill
Goodwill arising on acquisition of businesses represents the excess of the fair value of the consideration given over the fair value of the net assets acquired. Goodwill is capitalised, classified as an asset on the statement of financial position and amortised on a straight line basis over its useful life of ten years.

Pension costs
The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge disclosed in note 19 represents contributions payable by the company to the fund.

Contributions to defined contribution schemes are recognised in the profit and loss account in the period in which they become payable.

Operating leases
Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term. Lease incentives are recognised over the lease term on a straight line basis.

Financing costs
Fees associated with group financing are capitalised and amortised over the period of the related instrument. When loans are renegotiated finance costs associated to loans which are deemed to be modified are amortised over the new life of the loan. Finance costs associated with loans which are cancelled are immediately expensed.

Borrowing costs
Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised in the cost of the asset over the term of the financing.

Derivative financial instruments
The company does not use foreign currency swaps and does not hedge account, therefore has not adopted sections 11 and 12 under FRS 102.

Share based payments
Algeco Scotsman Global S.a.r.l ("the Group"), an intermediate parent company, operates a management incentive plan. The cost of awards under the cash-settled plan is measured at fair value using an appropriate option pricing model. Fair value is established initially at the grant date and at each balance sheet date thereafter until the awards are settled. During the vesting period a liability is recognised representing the product of the fair value of the award and the portion of the vesting period expired as at the balance sheet date. From the end of the vesting period until settlement, the liability represents the full fair value of the award as at the balance sheet date. Changes in the carrying amount for the liability are recognised in profit or loss for the period.

Notes to the financial statements for the year ended 31 December 2017 (continued)

1 Accounting policies (continued)

Termination benefits

The cost of providing termination benefits is recognised at the earlier of when the company can no longer withdraw the offer of benefits or when the company recognises costs for restructuring involving the payment of termination benefits.

3 Turnover

	Year to 31 December 2017 £'000	Year to 31 December 2016 £'000
Geographical analysis by ultimate destination		
United Kingdom	163,473	162,816
	163,473	162,816

	Year to 31 December 2017 £'000	Year to 31 December 2016 £'000
Analysis by category of revenue		
Sale of goods	32,072	48,608
Leasing and services	131,401	114,208
	163,473	162,816

Construction contracts

Revenue of £36,533,000 (2016: £40,813,000) is attributable to construction contracts.

Notes to the financial statements for the year ended 31 December 2017 (continued)

3 Operating profit/(loss)

	Year to 31 December 2017 £'000	Year to 31 December 2016 £'000
Operating profit / (loss) is stated after charging / (crediting):		
Operating lease payments:		
- land and buildings	6,454	6,422
- other	3,515	3,044
Depreciation of tangible assets:		
- owned assets	14,218	10,755
Impairment of tangible assets		
- owned assets	(712)	3,036
Amortisation of intangible assets	327	328
Restructuring costs (note 4)	745	279
(Gains) / losses on foreign exchange	(5,755)	18,714
Services provided by the company's current auditor:		
Fees payable for the audit of these financial statements and fellow group companies	215	202
Fees payable for non-audit services	-	16

Auditor's remuneration in relation to the audit of the company for the current year was £200,000. The company has also borne auditors remuneration on behalf of its parent company, Elliott Group Holdings (UK) Limited, of £15,000.

Fees paid to the auditor for non-audit services during 2016 are in relation to liquidators' fees.

Notes to the financial statements for the year ended 31 December 2017 (continued)

4 Restructuring costs

	Year to 31 December 2017 £'000	Year to 31 December 2016 £'000
Restructuring costs are charged within the Profit and loss account as follows:		
Administrative costs	745	279
The above restructuring costs comprise of the following:		
Depot realignment costs	688	277
Equipment costs	57	2
	745	279

5 Profit on disposal of fixed assets

	Year to 31 December 2017 £'000	Year to 31 December 2016 £'000
Profit on disposal of fixed assets	1,717	1,519
Loss on disposal of fixed assets	(545)	(253)
	1,172	1,266

Profit/(loss) on disposal of fixed assets arises predominantly from the disposal of ex-fleet units.

Notes to the financial statements for the year ended 31 December 2017 (continued)

6 Directors' emoluments

	Year to 31 December 2017 £'000	Year to 31 December 2016 £'000
Aggregate emoluments	522	441
Company contributions to defined contribution pension scheme	27	19
	549	460

Retirement benefits are accruing for two (2016: two) of the directors serving at the year-end under the company's group personal pension scheme.

Highest paid director

	Year to 31 December 2017 £'000	Year to 31 December 2016 £'000
Aggregate emoluments and benefits	345	313
Company contributions to defined contribution pension scheme	18	17
	363	330

7 Employment information

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

	Year to 31 December 2017 Number	Year to 31 December 2016 Number
Manufacturing and services	576	563
Administration	452	439
	1,028	1,002

The aggregate remuneration of the above persons comprised:

	Year to 31 December 2017 £'000	Year to 31 December 2016 £'000
Wages and salaries	33,139	30,527
Social security costs	3,463	3,121
Other pension costs (note 19)	915	827
	37,517	34,475

Notes to the financial statements for the year ended 31 December 2017 (continued)

8 Interest receivable and similar income

	Year to 31 December 2017 £'000	Year to 31 December 2016 £'000
Dividend income from shares in group undertakings	-	14,284
Interest on intercompany balances	12,258	20,746
Other	15	7
	12,273	35,037

9 Interest payable and similar charges

	Year to 31 December 2017 £'000	Year to 31 December 2016 £'000
On intercompany balances	5,662	8,391
Bank loans and overdrafts interest	3,428	2,695
Amortised loan fees	1,465	968
Other	38	30
	10,593	12,084

10 Taxation on profit on ordinary activities

a) Analysis of (credits) / charges for the period

	Year to 31 December 2017 £'000	Year to 31 December 2016 £'000
Current tax:		
UK corporation tax on profits for the period	(3,829)	1,690
Adjustments in respect of prior periods	(154)	2,269
Total current tax	(3,983)	3,959
Deferred tax:		
Origination and reversal of timing differences	-	-
Total deferred tax	-	-
Total tax (credit) / charge on profit on ordinary activities	(3,983)	3,959

Notes to the financial statements for the year ended 31 December 2017 (continued)

10 Taxation on profit on ordinary activities (continued)

b) Factors affecting the total tax charge for the year

The total tax charge for the period is different from the standard rate of corporation tax in the UK. The difference is explained below:

	Year to 31 December 2017 £'000	Year to 31 December 2016 £'000
Profit on ordinary activities before tax:	**19,027**	**13,778**
Profit on ordinary activities at standard rate of UK corporation tax of 19.25% (2016: 20.00%)	3,662	2,756
Effect of:		
Expenses not deductible for tax purposes	124	129
Non-taxable income	(2,268)	(3,780)
Deferred tax not recognised	(5,347)	2,585
Adjustment from prior periods	(154)	2,269
Group relief claimed for nil consideration	-	-
Total tax (credit) / charge for the period	(3,983)	3,959

c) Factors that may affect the future tax charge

The Finance (No 2) Act 2015, which provides for a reduction in the main rate of corporation tax from 20% to 19% effective from 1 April 2017, was substantively enacted on 26 October 2015. The Finance Act 2016, which provides for a reduction in the main rate of corporation tax from 19% to 17% from 1 April 2020, was substantively enacted on 6 September 2016. Deferred tax has been recognised at the substantively enacted rate of 17%.

d) Deferred tax

At the balance sheet date, the company has fixed asset temporary differences of £126.1 million (2016: £154.0 million), other temporary differences of £2.1 million (2016: £2.5 million) and unused tax losses of £7.4 million (2016: £7.7 million) available for offset against future profits. The unused tax losses comprise of £4.1 million trading losses and £3.3 million capital losses.

No deferred tax asset has been recognised in respect of the above as it is not considered probable that there will be future taxable profits available.

The tax losses may be carried forward indefinitely.

Notes to the financial statements for the year ended 31 December 2017 (continued)

10 Taxation on profit on ordinary activities (continued)

e) Prior period adjustment

The Group has put in place a 'tax sharing agreement' which covers the years ended 31 December 2013 to 2017 (and forward) whereby each UK company records a receivable / payable equivalent to the tax value of losses surrendered / claimed each year by way of group relief. Elliott Group Limited has recognised a prior period adjustment of nil (2016: charge of £2,269,000) in respect of losses surrendered in the years ended 31 December 2013 to 31 December 2016. The current year prior year credit adjustment of £154,000 relates to changes between the completion of the statutory accounts and final submission to HMRC.

11 Intangible assets

	Goodwill £'000
Cost	
At 1 January 2017 and 31 December 2017	**10,432**
Accumulated amortisation	
At 1 January 2017	9,038
Charge for the year	327
At 31 December 2017	**9,365**
Net book value	
At 31 December 2017	**1,067**
At 31 December 2016	1,394

Notes to the financial statements for the year ended 31 December 2017 (continued)

12 Tangible assets

	Land and buildings £'000	Hire fleet £'000	Plant and machinery and motor vehicles £'000	Total £'000
Cost				
At 1 January 2017	20,079	230,501	12,976	263,556
Additions	806	19,146	681	20,633
Reclassification	585	(585)	-	-
Disposals	-	(10,312)	(1,147)	(11,459)
At 31 December 2017	**21,470**	**238,750**	**12,510**	**272,730**
Accumulated depreciation				
At 1 January 2017	(13,315)	(154,201)	(10,989)	(178,505)
Depreciation charge for the period	(1,139)	(12,131)	(948)	(14,218)
Impairment credit for the period	(71)	783	-	712
Reclassification	(382)	382	-	-
Disposals	-	8,070	1,147	9,217
At 31 December 2017	**(14,907)**	**(157,097)**	**(10,790)**	**(182,794)**
Net book value				
At 31 December 2017	**6,563**	**81,653**	**1,720**	**89,936**
At 31 December 2016	**6,764**	**76,300**	**1,987**	**85,051**

The net book value of land and buildings comprises: freehold land and buildings of £3,008,000 (2016: £3,035,000); site improvements of £1,702,000 (2016: £2,126,000); short leaseholds of £99,000 (2016: £112,000) and establishment units of £1,754,000 (2016: £1,491,000). The net book value of un-depreciated land is £2,280,000 (2016: £2,280,000).

All of the hire fleet above are held for use in operating leases. Hire fleet are reviewed for impairment upon return from hire. An impairment loss is recognised if the costs to repair the unit exceed 60% of the replacement cost of the unit. Hire fleet are also impaired if their structure or layout is no longer suitable for the current marketplace.

The impairment charge on land and buildings represents charges applied to hire fleet which have been reclassified for use within the business.

Impairment losses are included within cost of sales in the profit and loss account.

There were no contractual commitments for the acquisition of fixed assets.

13 Fixed asset investments

	Interests in group undertakings £'000
Cost or valuation	
At 1 January 2017 and 31 December 2017	**154,934**
Amounts written off	
At 1 January 2017 and 31 December 2017	**52,902**
Net book value	
At 31 December 2017	**102,032**
At 31 December 2016	102,032

The investment comprises 90% of the shareholding in Mietsystem für Bau and Industrie GmbH (MBM).

In 2017 the directors performed a review of the carrying value of this investment and concluded that no impairment had occurred.

The company's investments in subsidiary undertakings at 31 December 2017 were as follows:

Name of undertaking	Proportion held (%)	Country of incorporation	Principal activity
MBM Mietsystem für Bau and Industrie GmbH	90	Germany	Rental and sale of modular space

In the opinion of the directors the aggregate value of the investments is not less than the amount stated on the balance sheet.

Notes to the financial statements for the year ended 31 December 2017 (continued)

14 Stock

	31 December 2017 £'000	31 December 2016 £'000
Raw materials and consumables	2,175	2,335
Work in progress	904	1,006
Finished goods and goods for resale	117	-
	3,196	3,341

The difference between purchase price or production cost of stocks and their replacement cost is not material.

Inventories amounting to £10,596,000 (2016: £9,818,000) and impairment losses on stocks amounting to £47,000 (2016: £144,000) have been recognised as an expense during the period.

15 Debtors

	31 December 2017 £'000	31 December 2016 £'000
Amounts falling due within one year		
Trade debtors	17,432	24,810
Amounts recoverable on contracts	4,993	4,059
Amounts owed by group undertakings	1,841	26
Other debtors	2,522	323
Prepayments and other income	13,964	10,138
	40,752	39,356
Amounts falling due after more than one year		
Amounts owed by group undertakings	145,062	248,709
	145,062	248,709

Amounts owed by group undertakings are unsecured and have no fixed date for expected capital repayment. The interest rate is fixed for the duration of each loan term.

Notes to the financial statements for the year ended 31 December 2017 (continued)

16 Creditors: amounts falling due within one year

	31 December 2017 £'000	31 December 2016 £'000
Trade creditors	9,738	16,311
Amounts owed to group undertakings	15,574	14,251
Other taxation and social security payable	996	1,057
Other creditors	1,404	607
VAT payable	3,272	1,708
Accruals and deferred income	21,913	25,889
Group relief creditor	-	3,959
ABL loan facility	86,106	-
	139,003	63,782

Amounts owed to group undertakings are split between amounts falling due within one year and amounts falling due after more than one year (see note 17).

Trade and other creditors are non-interest bearing and normally settled in line with contractual terms.

Finance leases and hire purchase contracts are secured on the assets concerned.

The ABL loan facility was refinanced in February 2018 to provide for a maximum availability of the equivalent of $400 million for the Algeco Group. The amount which the Company can borrow is based on a defined formula of available assets, principally tangible assets calculated monthly (the "borrowing base") and is secured by a first lien on these tangible assets which comprise substantially all rental equipment, property, plant and equipment and trade receivables. Borrowings under the ABL bear interest payable on the first day of each quarter for the preceding quarter at a variable rate based on LIBOR plus a margin based on the amount of average daily excess availability under the ABL Revolver with the margins increasing as the average daily excess availability decreases. The margin on base rate loans ranges from 1.5% to 2.0%. The margin on LIBOR, or similar, loans ranges from 2.5% to 3.0%. The ABL requires the payment of an annual commitment fee on the unused available borrowings of between 0.375% and 0.5% per annum.

17 Creditors: amounts falling due after more than one year

	31 December 2017 £'000	31 December 2016 £'000
Amounts owed to group undertakings	41,131	154,338
ABL loan facility	-	82,239
	41,131	236,577

Amounts owed to group undertakings are split between amounts falling due within one year and amounts falling due after more than one year. Amounts falling due within one year are accrued interest and other payables. Amounts falling due after more than one year are loan balances, the interest rate of which is fixed for the duration of each loan term. All amounts owed to group undertakings are unsecured and have no fixed date for expected capital repayment.

Notes to the financial statements for the year ended 31 December 2017 (continued)

18 Provisions for liabilities and charges

	Onerous lease provision £'000	Dilapidation provision £'000	Total £'000
At 1 January 2017	74	1,386	1,460
P&L	77	-	77
Utilised	(74)	(360)	(434)
At 31 December 2017	**77**	**1,026**	**1,103**

Onerous lease provision
As a result of reviewing it's operating sites during 2017 the business exited two leasehold sites and has therefore provided for the ongoing costs of these vacant premises until their lease end dates, both of which are in 2018.

Dilapidation provision
The company has an obligation to return it's leasehold properties to their original or specified condition at the end of the lease term.

19 Pension and similar obligations

The company operates a group personal defined contribution pension scheme for directors and employees. The total pension cost for the company for the year was £915,000 (2016: £827,000). At the year-end there were amounts outstanding of £110,000 (2016: £101,000).

Notes to the financial statements for the year ended 31 December 2017 (continued)

20 Called up share capital

	31 December 2017 £'000	31 December 2016 £'000
Authorised		
440,000 10% preference shares of £1 each	440	440
467,548,142 ordinary shares of 5p each	23,377	23,377
	23,817	23,817
Issued and fully paid		
440,000 10% preference shares of £1 each	440	440
465,620,640 ordinary shares of 5p each	23,281	23,281
	23,721	23,721

There was no movement in share capital in the current or prior period.

The right to receive current and future dividends on the preference share capital of the company, which is fully owned by the parent company, Elliott Group Holdings (UK) Limited, has been waived by that company.

21 Reserves

The share premium account represents the difference between the par value of the shares issued and the subscription or issue price.

The capital contribution reserve relates to a capital reconstruction scheme in the year to 31 December 1987, approved by the Court, whereby the nominal value of ordinary shares was reduced from 25p to 5p each. The amount of this reduction, together with the amounts standing to the credit of the share premium account and the capital redemption reserve, was used to eliminate the deficit on Company distributable reserves and the remainder transferred to a non-distributable capital reduction reserve.

The merger reserve relates to the acquisition of the whole of the issued share capital of Glenco Products Ltd, with an amount of £4,750,000 being recognised in the year to 31 December 1987 and the balance of £711,000 being recognised in the year to 31 December 1988.

The profit and loss account refers to the amount of net earnings, less amounts paid out as dividends, retained by the company to be reinvested in its core business.

Notes to the financial statements for the year ended 31 December 2017 (continued)

22 Finance lease

Rents of £253,000 (2016: £255,000) were recognised as income during the year.

23 Financial commitments

At 31 December 2017 the company had future minimum lease payments as a lessee under non-cancellable operating leases as follows:

	31 December 2017		31 December 2016	
	Land and buildings	**Other £'000**	**Land and buildings**	**Other £'000**
Due within one year	**8,824**	**2,850**	**5,180**	**2,574**
Due between two and five years inclusive	**25,474**	**4,700**	**18,395**	**3,984**
Due in over five years	**15,366**	**67**	**16,992**	**-**
	49,664	**7,617**	**40,567**	**6,558**

The above relates to the use of property, plant and equipment.

Lease payments for sites provided for in the onerous lease provision have not been included in the table above.

Notes to the financial statements for the year ended 31 December 2017 (continued)

23 Financial commitments (continued)

At 31 December 2017 the company had future minimum rentals receivable as a lessor under non-cancellable operating leases as follows:

	31 December 2017 Land and buildings £'000	31 December 2016 Land and buildings £'000
Due within one year	13,616	11,889
Due between two and five years inclusive	5,156	4,053
Due in over five years	72	74
	18,844	16,016

The above relates to rental income arising from leases on hire units.

24 Share-based payments

Algeco Scotsman Global S.a.r.l. ("the Group"), an intermediate parent company, implemented a management incentive plan (the "Plan") in October 2010. Participants in the Plan include participants in a previous plan who exchanged shares in that plan for B and/or D shares in the Plan and new participants ("Joiners") who received C or E shares. These participants received shares of Algeco/Scotsman Management S.C.A. ("ASM"), a subsidiary of Algeco/Scotsman Holdings S.a.r.l.

Participants in the Plan are entitled to a payout, the amount of which depends on the Enterprise Value ("EV") of the Group at Exit, as defined in the Subscription and Shareholders Deed ("Shareholder Agreement"), as amended. Exit is defined as a change of control in the Group. The payout increases as the EV increases and is payable in either cash or shares depending on the level of EV. The Group has concluded that the most likely payout will be principally in cash and that this payout will most likely be made directly by the Group. Therefore, the share-based payment awards under the Plan are considered to be cash-settled awards of the Group.

The fair values of the share-based payment awards as of the grant date were determined using a Monte Carlo simulation (a Level 3 technique) to estimate the EV upon an Exit Event and therefore the amount of the payout. The EV upon an Exit Event is based on the total implied equity of the group at the measurement date determined by the fair value less cost to sell using the guideline public company method projected forward to an estimated Exit Event date. EBITDA multiples were calculated by deriving and averaging the current year observed multiple, the 2013 forward multiple and the 2014 forward multiple of the market participant comparables. Other key estimates in the determination of the fair value of the share-based payment awards at each measurement date are estimated time to an Exit Event, discounts or premiums for lack of transferability, forfeitures for employees who leave the Group and discounts for time value.

Participants with B shares vested in their benefit over three years beginning 1 January 2010 and were fully vested at 31 December 2012. Joiners who have C shares or E shares vest over four years beginning 1 January 2010 or from the date of employment or promotion, whichever is later. Other than the payout, holders of shares of ASM have no rights and all shares of ASM are cancelled upon payout. At each reporting date, the estimated fair value of the awards is determined. Expense for the period is comprised of the amortization of the initial expense for current period vesting and adjustments to previously recorded expense for changes in the estimate of the fair value of the award. While expense will primarily be recognized over the vesting period, the estimate of the fair value of the awards will be updated at each reporting date until payout. Changes in the estimate of the fair value will result in changes to the cumulative expense recognized subsequent to the vesting dates.

Notes to the financial statements for the year ended 31 December 2017 (continued)

24 Share-based payments (continued)

Fair value of the awards under the Plan using the Monte Carlo simulation was calculated using a range of key assumptions as follows:

	31 December 2017	31 December 2016	31 December 2015
Averaged multiple	9.7x	9.7x	9.4x
Expected time to Exit	.75 years to 1.75 years	.75 years to 1.75 years	.75 years to 2.25 years
Expected volatility	18.08% to 21.01%	22.07% to 25.45%	19.13% to 22.07%
Expected dividend yield	0%	0%	0%
Risk free rate (Euro)	-0.60% to -0.68%	0%	0%
Discount for lack of transferability	9.38% to 16.78%	30.42% to 39.42%	20.08% to 26.97%

Expected volatility was determined by reference to the historical volatility of a comparable peer group. Expected life is management's estimate of time to exit at the grant date.

Other

The movement in the number of shares for share-based payment awards in 2017 was as follows:

	Class B	Class C	Class D	Total
Balance as of 31 December 2016 and 31 December 2017	230	2,038	1,079	3,347

	Class B £	Class C £	Class D £	Total £
Balance as of 31 December 2016	149,467	263,658	108,765	521,890
Expense recognized for current year service	-	3,540	-	3,540
Change in fair value of liability	3,883	77,675	1,631	83,189
Currency	680	14,211	285	15,176
Balance as of 31 December 2017	154,030	359,083	110,681	623,794

The liability for share-based payment awards is included in current liabilities on the balance sheet.

25 Related party transactions

The company's ultimate controlling party, TDR Capital LLP holds a stake in Keepmoat. During the year the company entered into transactions, in the ordinary course of business with Keepmoat, resulting in sales of £4,266,000 (2016: £4,362,000) and purchases of £54,000 (2016: NIL) and an amount owed at 31 December 2017 of £1,060,000 (2016: £1,039,000).

The company's ultimate controlling party, TDR Capital LLP holds a stake in Ilke Homes Limited. During the year the company entered into transactions, in the ordinary course of business with Ilke, resulting in sales of £1,873,000 of which all was owed at 31 December 2017 (2016: £NIL).

Notes to the financial statements for the year ended 31 December 2017 (continued)

26 Ultimate controlling party and immediate parent companies and guarantees

The immediate parent undertaking is Elliott Group Holdings (UK) Limited.

Algeco/Scotsman Holding Sarl ("Parent") is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2017. The consolidated financial statements of Algeco/Scotsman Holding Sarl are available from 20, Rue Eugene Ruppert, L-2453, Luxembourg.

The ultimate controlling party is TDR Capital LLP, an undertaking incorporated in England.

27 Subsequent event

On the 15th February 2018 the Group completed a comprehensive refinancing of the Company's capital structure including the issuing of New Notes dated 2023, a privately placed preferred stock facility and a new senior secured asset based facility, which is a key element of Elliott Group financing, also to 2023.