Company Registration No. 02016098 (England and Wales)

NATIONWIDE MOTOR CONTRACTS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 JANUARY 2019

SATURDAY

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COMPANY INFORMATION

Directors Mr G S Williams

Mr J S Williams Snr

Secretary Mr J S Williams Jnr

Company number 02016098

Registered office Hatfields

Calder Island Way Denby Dale Road

Wakefield

Independent Auditor Barlow Andrews LLP

Carlyle House

78 Chorley New Road

Bolton

Bankers Lloyds Bank Plc

2nd Floor Lisbon House

116 Wellington Street

Leeds

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DIRECTORS' REPORT

FOR THE YEAR ENDED 31 JANUARY 2019

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

Principal activities

The principal activity of the company is that of the administration of the Employee Car Ownership Scheme.

Results and dividends

The results for the year are set out on page 5.

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

Directors

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

Mr G S Williams Mr J S Williams Snr

Auditor

In accordance with the company's articles, a resolution proposing that Barlow Andrews LLP be reappointed as auditor of the company will be put at a General Meeting.

Statement of disclosure to auditor

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

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board

Mr G S Williams

Director

22 May 2019

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 JANUARY 2019

The directors are responsible for preparing the Annual 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 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 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; 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 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 NATIONWIDE MOTOR CONTRACTS LIMITED

Opinion

We have audited the financial statements of Nationwide Motor Contracts Limited (the 'company') for the year ended 31 January 2019 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 January 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the 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 directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF NATIONWIDE MOTOR CONTRACTS LIMITED

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 directors' report.

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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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.

Auditor's responsibilities for the audit of the financial statements

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

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

Use of our report

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

James Barden (Senior Statutory Auditor) for and on behalf of Barlow Andrews LLP

22 May 2019

Chartered Accountants Statutory Auditor

Carlyle House 78 Chorley New Road Bolton

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 JANUARY 2019

		2019	2018
	Notes	£	as restated £
Revenue Cost of sales	4	13,764,584 (13,732,284)	8,416,163 (8,386,803)
Gross profit		32,300	29,360
Administrative expenses		(150,231)	(50,068)
Operating loss	5	(117,931)	(20,708)
Investment income	7	191,259	77,785
Profit before taxation		73,328	57,077
Tax on profit	8	(25,937)	-
Profit and total comprehensive income for the financial year	14	47,391	57,077

The Statement of Comprehensive Income has been prepared on the basis that all operations are continuing operations.

STATEMENT OF FINANCIAL POSITION

AS AT 31 JANUARY 2019

	Notes	2019 £	2018 £
Current assets			·
Trade and other receivables Cash and cash equivalents	9	4,807,582 206,129	4,709,212 -
		5,013,711	4,709,212
Current liabilities			
Borrowings	10	-	4,412,626
Trade and other payables	12	4,801,238	146,909
Taxation and social security		18,338	2,933
	,	4,819,576	4,562,468
Net current assets		194,135	146,744
Total assets less current liabilities		194,135	146,744
Net assets		194,135	146,744
Equity			
Called up share capital	13	100	100
Retained earnings	14	194,035	146,644
Total equity		194,135	146,744

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on 22 May 2019 and are signed on its behalf by:

28halls.

Mr G S Williams

Director

Company Registration No. 02016098

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 JANUARY 2019

	Share capital	Retained earnings	Total
	£	£	£
Balance at 1 February 2017	100	89,567	89,667
Year ended 31 January 2018:			
Profit and total comprehensive income for the year	-	57,077	57,077
Balances at 31 January 2018	100	146,644	146,744
Year ended 31 January 2019:			
Profit and total comprehensive income for the year	-	47,391	47,391
Balances at 31 January 2019	100	194,035	194,135
•			

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2019

1 Accounting policies

Company information

Nationwide Motor Contracts Limited is a private company limited by shares domiciled and incorporated in England and Wales. The registered office is Hatfields, Calder Island Way, Denby Dale Road, Wakefield.

1.1 Accounting convention

The financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards.

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

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

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

a cash flow statement and related notes

Comparative period reconciliations for property and equipment under operating leases, other property and equipment and intangible assets

Disclosures in respect of transactions with wholly owned subsidiaries

Disclosures in respect of capital management

The effects of new but not yet effective IFRSs

Disclosures in respect of the compensation of Key Management Personnel

Disclosures of key assumptions (including sensitivities) and valuation technique used in the determination of recoverable amount for impairment purposes

As the consolidated financial statements of the ultimate parent undertaking include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosure.

Nationwide Motor Contracts Limited is a wholly owned subsidiary of McLean and Appleton Limited which is under the ultimate control of McLean and Appleton (Holdings) Limited. The results of Nationwide Motor Contract Limited are included in the consolidated financial statements of McLean and Appleton (Holdings) Limited which are available from their registered office, Hatfields, Calder Island Way, Denby Dale Road, Wakefield.

1.2 Going concern

The directors have at the time of approving the financial statements, 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 financial statements.

1.3 Revenue

Revenue is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes.

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

1 Accounting policies

(Continued)

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, 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. This is when the vehicle is transferred to the customer.

1.4 Fair value measurement

IFRS 13 establishes a single source of guidance for all fair value measurements. IFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under IFRS when fair value is required or permitted. The company is exempt under FRS 101 from the disclosure requirements of IFRS 13. There was no impact on the company from the adoption of IFRS 13.

1.5 Cash and cash equivalents

Cash and cash equivalents include cash in hand and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.6 Financial assets

Financial assets are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets are classified into specified categories. The classification depends on the nature and purpose of the financial assets and is determined at the time of recognition.

Financial assets are initially measured at fair value plus transaction costs, other than those classified as fair value through profit and loss, which are measured at fair value.

Loans and receivables

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any allowance for expected credit losses.

Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets, other than those at fair value through profit and loss, are assessed for indicators of credit losses.

Financial assets credit losses arise where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

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

1 Accounting policies

(Continued)

1.7 Financial liabilities

Basic financial liabilities, including trade and other creditors, bank loans and loans from fellow group companies, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

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

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

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

1.8 Equity instruments

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

1.9 Taxation

The tax expense represents the sum of the tax currently payable.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

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

2 Adoption of new and revised standards and changes in accounting policies

In the current year, the following new and revised Standards and Interpretations have been adopted by the company and have an effect on the current period or a prior period or may have an effect on future periods:

IFRS 9 Financial Instruments

The entity has adopted IFRS 9 from 1 January 2018. The standard introduced new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows which arise on specified dates and that are solely principal and interest. A debt investment shall be measured at fair value through other comprehensive income if it is held within a business model whose objective is to both hold assets in order to collect contractual cash flows which arise on specified dates that are solely principal and interest as well as selling the asset on the basis of its fair value.

All other financial assets are classified and measured at fair value through profit or loss. For financial liabilities designated at fair value through profit or loss, the standard requires the portion of the change in fair value that relates to the entity's own credit risk to be presented in OCI (unless it would create an accounting mismatch).

The entity has considered the impact of IFRS 9 and has concluded that there is no credit loss incurred in the course of ordinary business and as such there is not impact to the financial statements on adoption of the new standard.

IFRS 15 Revenue from Contracts with Customers

The entity has adopted IFRS 15 from 1 January 2018. The standard provides a single comprehensive model for revenue recognition. The core principle of the standard is that an entity shall recognise revenue to depict the transfer of promised goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard introduced a new contract-based revenue recognition model with a measurement approach that is based on an allocation of the transaction price. This is described further in the accounting policies.

3 Critical accounting estimates and judgements

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

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

Critical judgements

Sales to employees

The Company is required to assess the substance of the contracts that are in place with group employees. Management judgement is required to determine whether the risks and rewards have transferred in full to the employee and whether the revenue should be recognised in the financial statements. They have reassessed the treatment for the recognition of the revenue and concluded that the risks and rewards are not transferred. A prior year adjustment has been made to reflect this.

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

4	Revenue		
		2019	2018 as restated
		£	£
	Revenue analysed by class of business Vehicle sales	13,764,584	8,416,163
	An adjustment has been made to restate 2018 turnover by £10,417,879. This is been reassessed and in substance the risks and rewards of the transaction has result the revenue has not been recognised.		
		2019 £	2018 £
	Other significant revenue	404.050	77 705
	Interest income	191,259	77,785
	All turnover has been derived within the UK.		
5	Operating profit		
		2019	2018 as restated
		£	£
	Operating profit for the year is stated after charging/(crediting): Cost of inventories recognised as an expense	13,732,284	8,386,803
	Cost of inventories recognised as an expense	=======================================	=====
6	Employees		
	There were no employees during the year apart from the directors.		
7	Investment income		
		2019 £	2018
	Interest income	Ł	£
	Other interest income	191,259 ———	77,785
8	Income tax expense		
		2019 £	2018 £
	Current tax UK corporation tax on profits for the current period	15,000	_
	Adjustments in respect of prior periods	10,937	-
	Total UK current tax	25,937	

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

8 Income tax expense

(Continued)

A change to the UK corporation tax rate was announced in the Chancellor's Budget on 16 March 2016. The change announced is to reduce the main rate to 17% from 1 April 2020. This change became substantively enacted on 15 September 2016. Changes to reduce the UK corporation tax rate to 19% from 1 April 2017 and to 18% from 1 April 2020 had already been substantively enacted on 26 October 2015.

The rate change would impact the amount of future cash tax payments made by the Company. The effect of the proposed changes to the UK tax system will be reflected in the financial statements of the Company in future years, as appropriate.

The charge for the year can be reconciled to the profit per the income statement as follows:

		2019 £	2018 £
	Profit before taxation	73,328	57,077
	Expected tax charge based on a corporation tax rate of 19.00%	13,932	10,987
	Group relief	-	(10,987)
	Under/(over) provided in prior years	10,937	-
	Other tax adjustments	1,068	-
	Taxation charge for the year	25,937	-
9	Trade and other receivables		
		2019 £	2018 £
	Trade receivables	4,409,863	4,177,096
	Amounts owed by fellow group undertakings	397,719	532,116
		4,807,582	4,709,212
		=	

Trade receivables disclosed above are classified as loans and receivables and are therefore measured at amortised cost. The trade receivables are secured against the vehicles to which they relate.

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

10	Borrowings
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·	2019 £	2018 £
Secured borrowings at amortised cost		
Bank overdrafts	-	4,412,626
	====	

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

10	Borrowings	((Continued)
	Analysis of borrowings Borrowings reflect the company's bank overdraft which is repayable on demand.		
		2019 £	2018 £
	Current liabilities	-	4,412,626 ———
	The bank overdraft facilities are secured by unscheduled mortgage debentures floating charge over all current and future assets of the group.	incorporating	a fixed and
11	Fair value of financial liabilities		
	The directors consider that the carrying amounts of financial liabilities carried financial statements approximate to their fair values.	at amortised	cost in the
12	Trade and other payables	2019 £	2018 £
	Amounts owed to group undertaking Accruals	4,733,078 68,160	115,880 31,029
	·	4,801,238	146,909
	Amounts owed to group undertakings are unsecured, interest free and repayable	on demand.	
13	Share capital	2019 £	2018 £
	Ordinary share capital Issued and fully paid		
	100 of £1 each	100	100
		100	100

The holders of ordinary shares are entitled to receive dividends and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

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

14	Retained earnings			
		2019	2018	
		£	. £	
	At the beginning of the year	146,644	89,567	
	Profit for the year	47,391	57,077	
	At the end of the year	194,035	146,644	
				

15 Contingent liabilities

The company is party to composite guarantees given to its bankers in respect of overdrafts and loans granted to its parent company and fellow subsidiaries. The maximum involved under these guarantees at 31 January 2019 was £9.9m (2018: £11.8m).

The company is also party to composite guarantees in respect of the directors' and other loan accounts included within McLean & Appleton Limited. The maximum involved under these guarantees at 31 January 2019 was £1.7m (2018: £1.3m)

16 Controlling party

The company's immediate parent is McLean and Appleton Limited.

Its ultimate parent undertaking is McLean and Appleton (Holdings) Limited and it is under the ultimate control of Mr G S Williams.

The company is included in the consolidated accounts of McLean and Appleton (Holdings) Limited which are available from its registered office, Hatfields, Calder Island way, Denby Dale Road, Wakefield.

17 Prior year adjustment

An adjustment has been made to restate 2018 turnover and cost of sales by £10,417,879. This is to reflect that sales had been accounted for but in substance the risks and rewards of the transaction had not been transferred. There was no impact to profit previously stated as these sales were also bought back at the same price within the company.