

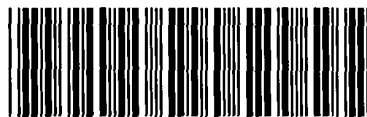
**Agnew Autoexchange Limited**

**Annual report and financial statements**

**Registered number NI012734**

**31 December 2016**

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## Strategic report

The director presents his annual report, together with the strategic report, the financial statements and auditor's report, for the year ended 31 December 2016.

### Principal activity and business review

The company's principal activity during the year comprised the operation of motor dealerships involving the sale, maintenance and repair of motor vehicles and the supply of related accessories.

### Results and dividends

The company's profit/(loss) before tax for the year was £377,000 (2015: £487,000) Further details with regard to the trading results for the year and the amount transferred to reserves are set out on page 5.

An interim dividend of £Nil (2015: £Nil) was paid during the year, the directors do not recommend the payment of a final dividend (2015: £Nil).

### Principal risks and uncertainties

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

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

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

### Key performance indicators

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

By order of the board



**A Collinson**  
Director

## Director's report

### Directors

The director who served during the year and subsequently is shown below:

A Collinson

### Political Contributions

The Company made no political donations or incurred any political expenditure during the year.

### Disclosure of information to auditor

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

By order of the board



**A Collinson**  
*Director*

18 Boucher Way  
Belfast  
BT12 6RE  
Northern Ireland

4 August 2017

## **Statement of director's responsibilities in respect of the strategic report, the director's report and the financial statements**

The directors are responsible for preparing the strategic report, the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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

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

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

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

## **Independent auditor's report to the members of Agnew Autoexchange Limited**

We have audited the financial statements of Agnew Autoexchange Limited for the year ended 31 December 2016 set out on pages 5 to 17. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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

### **Respective responsibilities of directors and auditor**

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

### **Scope of the audit of the financial statements**

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

### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its profit for the year then ended
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matter prescribed by the Companies Act 2006**

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

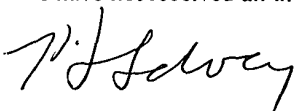
Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the strategic report and the directors' report:

- We have not identified material misstatements in those reports; and
- In our opinion, those reports have been prepared in accordance with the Companies Act 2006.

### **Matters on which we are required to report by exception**

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

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



**Peter Selvey (Senior Statutory Auditor)**

**for and on behalf of KPMG LLP, Statutory Auditor**

Chartered Accountants

Altius House

One North Fourth Street

Milton Keynes

MK9 1NE

7 August 2017

**Profit and Loss Account and Other Comprehensive Income**  
*for the year ended 31 December 2016*

|                                                                   | <i>Note</i> | 2016               |                      |               | 2015               |                      |               |
|-------------------------------------------------------------------|-------------|--------------------|----------------------|---------------|--------------------|----------------------|---------------|
|                                                                   |             | Continuing<br>£000 | Discontinued<br>£000 | Total<br>£000 | Continuing<br>£000 | Discontinued<br>£000 | Total<br>£000 |
| <b>Turnover</b>                                                   | <i>1</i>    | 24,333             | -                    | 24,333        | 25,144             | -                    | 25,144        |
| Cost of sales                                                     |             | (20,895)           | -                    | (20,895)      | (21,619)           | -                    | (21,619)      |
| <b>Gross profit</b>                                               |             | <u>3,438</u>       | <u>-</u>             | <u>3,438</u>  | <u>3,525</u>       | <u>-</u>             | <u>3,525</u>  |
| Distribution costs                                                |             | (2,084)            | -                    | (2,084)       | (2,092)            | -                    | (2,092)       |
| Administrative expenses                                           |             | (924)              | -                    | (924)         | (901)              | -                    | (901)         |
| <b>Operating profit/(loss)</b>                                    |             | <u>430</u>         | <u>-</u>             | <u>430</u>    | <u>532</u>         | <u>-</u>             | <u>532</u>    |
| Profit/(loss) on disposal of operations                           |             | -                  | -                    | -             | -                  | -                    | -             |
| Amounts written off investments                                   |             | -                  | -                    | -             | -                  | -                    | -             |
| Profit on sale of fixed assets                                    |             | -                  | -                    | -             | -                  | -                    | -             |
| <b>Profit/(loss) before finance charges</b>                       |             | <u>430</u>         | <u>-</u>             | <u>430</u>    | <u>532</u>         | <u>-</u>             | <u>532</u>    |
| Other interest receivable and similar income                      | <i>6</i>    | -                  | -                    | -             | 3                  | -                    | 3             |
| Interest payable and similar expenses                             | <i>7</i>    | (53)               | -                    | (53)          | (48)               | -                    | (48)          |
| <b>Profit/(loss) before taxation</b>                              |             | <u>377</u>         | <u>-</u>             | <u>377</u>    | <u>487</u>         | <u>-</u>             | <u>487</u>    |
| Tax on profit/(loss)                                              | <i>8</i>    | (88)               | -                    | (88)          | (110)              | -                    | (110)         |
| <b>Profit/(loss) for the financial year</b>                       |             | <u>289</u>         | <u>-</u>             | <u>289</u>    | <u>377</u>         | <u>-</u>             | <u>377</u>    |
| <b>Other comprehensive income</b>                                 |             |                    |                      |               |                    |                      |               |
| Revaluation of tangible fixed assets                              |             |                    |                      | -             |                    |                      | -             |
| Remeasurement of net defined benefit liability/(asset)            |             |                    |                      | -             |                    |                      | -             |
| Income tax on other comprehensive income                          |             |                    |                      | -             |                    |                      | -             |
| <b>Other comprehensive income for the year, net of income tax</b> |             |                    |                      | <u>-</u>      |                    |                      | <u>-</u>      |
| <b>Total comprehensive income for the year</b>                    |             |                    |                      | <u>289</u>    |                    |                      | <u>377</u>    |

Notes from pages 8 to 17 form part of the financial statements.

**Balance sheet**  
*at 31 December 2016*

|                                                                    | <i>Note</i> | <b>2016</b><br><b>£000</b> | <b>£000</b> | <b>2015</b><br><b>£000</b> | <b>£000</b> |
|--------------------------------------------------------------------|-------------|----------------------------|-------------|----------------------------|-------------|
| <b>Fixed assets</b>                                                |             |                            |             |                            |             |
| Goodwill                                                           | 9           | -                          |             | -                          |             |
| Other intangibles                                                  | 9           | -                          |             | -                          |             |
|                                                                    |             | <hr/>                      | -           | <hr/>                      | -           |
| <br>Tangible assets                                                | <br>10      | <br>125                    |             | <br>122                    |             |
| Investments                                                        | 11          | -                          |             | -                          |             |
|                                                                    |             | <hr/>                      |             | <hr/>                      |             |
|                                                                    |             |                            | 125         |                            | 122         |
| <br><b>Current assets</b>                                          |             |                            |             |                            |             |
| Stocks                                                             | 12          | 2,876                      |             | 3,899                      |             |
| Debtors                                                            | 13          | 3,195                      |             | 2,742                      |             |
| Cash at bank and in hand                                           |             | 440                        |             | 248                        |             |
|                                                                    |             | <hr/>                      |             | <hr/>                      |             |
|                                                                    |             | 6,511                      |             | 6,889                      |             |
| <br><b>Creditors: amounts falling due within one year</b>          | <br>14      | <br>(3,451)                |             | <br>(4,115)                |             |
|                                                                    |             | <hr/>                      |             | <hr/>                      |             |
| <b>Net current assets/(liabilities)</b>                            |             |                            | 3,060       |                            | 2,774       |
| <br><b>Total assets less current liabilities</b>                   |             |                            | <hr/> 3,185 |                            | <hr/> 2,896 |
| <br><b>Creditors: amounts falling due after more than one year</b> | <br>15      | <br>-                      |             |                            |             |
| <br><b>Provisions for liabilities and charges</b>                  | <br>17      | <br>-                      |             |                            |             |
|                                                                    |             |                            | <hr/>       |                            | <hr/>       |
| <b>Net assets</b>                                                  |             |                            | 3,185       |                            | 2,896       |
|                                                                    |             |                            | <hr/>       |                            | <hr/>       |
| <br><b>Capital and reserves</b>                                    |             |                            |             |                            |             |
| Called up share capital                                            | 19          | 50                         |             | 50                         |             |
| Share premium                                                      |             | -                          |             | -                          |             |
| Revaluation reserve                                                |             | -                          |             | -                          |             |
| Other reserves                                                     |             | -                          |             | -                          |             |
| Profit and loss account                                            |             | 3,135                      |             | 2,846                      |             |
|                                                                    |             | <hr/>                      |             | <hr/>                      |             |
| <b>Shareholders' funds</b>                                         |             |                            | 3,185       |                            | 2,896       |
|                                                                    |             |                            | <hr/>       |                            | <hr/>       |

These financial statements were approved by the board of directors on 4 August 2017 and were signed on its behalf by:



**A Collinson**  
*Director*

Registered number NI012734

Notes from pages 8 to 17 form part of the financial statements.



**Statement of Changes in Equity**  
*at 31 December 2016*

|                                                                         | Called up Share<br>Capital<br>£000 | Share Premium<br>Account<br>£000 | Revaluation<br>Reserve<br>£000 | Other Reserves<br>£000 | Profit and loss<br>account<br>£000 | Total Equity<br>£000 |
|-------------------------------------------------------------------------|------------------------------------|----------------------------------|--------------------------------|------------------------|------------------------------------|----------------------|
| Balance at 1 January 2015                                               | 50                                 | -                                | -                              | -                      | 2,469                              | 2,519                |
| <b>Total Comprehensive income for the period ended 31 December 2015</b> |                                    |                                  |                                |                        |                                    |                      |
| Profit or loss                                                          |                                    |                                  |                                |                        | 377                                | 377                  |
| Issue of shares                                                         | -                                  | -                                | -                              | -                      | -                                  | -                    |
| Equity-settled share based payment transactions                         | -                                  | -                                | -                              | -                      | -                                  | -                    |
| Dividends                                                               | -                                  | -                                | -                              | -                      | -                                  | -                    |
| <b>Total contributions by and distributions to owners</b>               | -                                  | -                                | -                              | -                      | -                                  | -                    |
| <b>Balance at 31 December 2015</b>                                      | <b>50</b>                          | <b>-</b>                         | <b>-</b>                       | <b>-</b>               | <b>2,846</b>                       | <b>2,896</b>         |
| Balance at 1 January 2016                                               | 50                                 | -                                | -                              | -                      | 2,846                              | 2,896                |
| <b>Total Comprehensive income for the period ended 31 December 2016</b> |                                    |                                  |                                |                        |                                    |                      |
| Profit or loss                                                          | -                                  | -                                | -                              | -                      | 289                                | 289                  |
| Issue of shares                                                         | -                                  | -                                | -                              | -                      | -                                  | -                    |
| Equity-settled share based payment transactions                         | -                                  | -                                | -                              | -                      | -                                  | -                    |
| Dividends                                                               | -                                  | -                                | -                              | -                      | -                                  | -                    |
| <b>Total contributions by and distributions to owners</b>               | -                                  | -                                | -                              | -                      | -                                  | -                    |
| <b>Balance at 31 December 2016</b>                                      | <b>50</b>                          | <b>-</b>                         | <b>-</b>                       | <b>-</b>               | <b>3,135</b>                       | <b>3,185</b>         |

Notes from pages 8 to 17 form part of the financial statements.

## Notes

### 1 Accounting policies

Agnew Autoexchange Limited, (the "Company") is a company limited by shares and incorporated and domiciled in the UK. The Company is exempt by virtue of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* ("FRS 102") as issued in August 2014. The amendments to FRS 102 issued in July 2015 have been applied.

The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The Company's ultimate parent undertaking, Penske Automotive Group Inc includes the Company in its consolidated financial statements. The consolidated financial statements of Penske Automotive Group Inc are prepared in accordance with US GAAP and are available to the public and may be obtained from [www.penskeautomotive.com](http://www.penskeautomotive.com). In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Penske Automotive Group Inc include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- Certain disclosures required by FRS 102.26 Share Based Payments.
- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in Note 22.

#### 1.1 Measurement convention

The financial statements are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: Financial instruments classified at fair value through the profit or loss.

#### 1.2 Going concern

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the strategic report on page 1. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

#### 1.3 Foreign currency

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

#### 1.4 Discontinued operations

Discontinued operations are components of the company that have been disposed of at the reporting date and previously represented a separate major line of business or geographical area of operation.

They are included in the profit and loss account in a separate column for the current and comparative periods, including the gain or loss on sale or impairment loss on abandonment.

#### 1.5 Turnover

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

Turnover is recognised in most cases on despatch of vehicles and parts and after service work is completed. In some instances, a customer may pay in full for the vehicle and accept responsibility for it but request that the company retains possession of the vehicle for delivery at a specified later date. Turnover is recognised on these transactions at the point of payment as the company believes that the risks and rewards of ownership have substantially transferred.

## Notes

### 1.6 Expenses

#### *Operating lease*

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation; in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

#### *Finance lease*

Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability using the rate implicit in the lease. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents are charged as expenses in the periods in which they are incurred.

#### *Interest receivable and Interest payable*

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy). Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial time to be prepared for use, are capitalised as part of the cost of that asset/are expensed as incurred.

Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains. Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the company's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

### 1.7 Employee benefits

#### *Defined contribution plans and other long term employee benefits*

A defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

#### *Defined benefit plans*

The company does not currently hold any defined benefit pension plans.

### 1.8 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which 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. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

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

## Notes

### 1.9 Intangible assets, goodwill and negative goodwill

#### Goodwill

Goodwill is stated at cost less any accumulated amortisation and accumulated impairment losses. Goodwill is allocated to cash-generating units or group of cash-generating units that are expected to benefit from the synergies of the business combination from which it arose.

#### Negative goodwill

Negative goodwill arising on business combinations in respect of acquisitions is included on the balance sheet immediately below any positive goodwill and released to the profit and loss account in the periods in which the non-monetary assets arising on the same acquisition are recovered. Any excess exceeding the fair value of non-monetary assets acquired shall be recognised in profit or loss in the periods expected to benefit.

#### Franchise Value

Franchise value is calculated as the net present value of future revenue generated from holding a franchise including the gross profit on new cars, warranty repairs and franchise parts.

#### Amortisation

Amortisation is charged to the profit or loss on a straight-line basis over the estimated useful lives of intangible assets. Intangible

|                 |   |          |
|-----------------|---|----------|
| Franchise value | - | 10 years |
|-----------------|---|----------|

|          |  |  |
|----------|--|--|
| Goodwill |  |  |
|----------|--|--|

|                                               |   |          |
|-----------------------------------------------|---|----------|
| For acquisition on or before 31 December 2013 | - | 20 years |
|-----------------------------------------------|---|----------|

|                                             |   |          |
|---------------------------------------------|---|----------|
| For acquisitions on or after 1 January 2014 | - | 10 years |
|---------------------------------------------|---|----------|

Goodwill and other intangible assets are tested for impairment in accordance with Section 27 Impairment of assets when there is an indication that goodwill or an intangible asset may be impaired.

### 1.10 Business combinations

Business combinations are accounted for using the purchase method as at the acquisition date, which is the date on which control is transferred to the company.

At the acquisition date, the company recognises goodwill at the acquisition date as:

- the fair value of the consideration (excluding contingent consideration) transferred; plus
- estimated amount of contingent consideration (see below); plus
- the fair value of the equity instruments issued; plus
- directly attributable transaction costs; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities and contingent liabilities assumed.

When the excess is negative, this is recognised and separately disclosed on the face of the balance sheet as negative goodwill.

Consideration which is contingent on future events is recognised based on the estimated amount if the contingent consideration is probable and can be measured reliably. Any subsequent changes to the amount are treated as an adjustment to the cost of the acquisition.

FRS 102 section 27 grants certain exemptions from the full requirements of FRS 102 in the transition period. The Company elected not to restate business combinations that took place prior to 1 January 2014. In respect of acquisitions prior to 1 January 2014, goodwill is included on the basis of its deemed cost, which represents the amount recorded under old UK GAAP. Intangible assets previously included in goodwill, are not recognised separately.

### 1.11 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets, for example land is treated separately from buildings.

Leases in which the Company assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. All other leases are classified as operating leases. Leased assets acquired by way of finance lease are stated on initial recognition at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, including any incremental costs directly attributable to negotiating and arranging the lease. At initial recognition a finance lease liability is recognised equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. The present value of the minimum lease payments is calculated using the interest rate implicit in the lease. Lease payments are accounted for as described at 1.6 above.

The company assesses at each reporting date whether tangible fixed assets (including those leased under a finance lease) are impaired.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Leased assets are depreciated over the shorter of the lease term and their useful lives. Land is not depreciated.

The estimated useful lives are as follows:

|                                           |   |                        |
|-------------------------------------------|---|------------------------|
| Freehold land and buildings               | - | 50 years               |
| Short leasehold land and buildings        | - | over lease term        |
| Fixtures and equipment and motor vehicles | - | between 3 and 10 years |
| Courtesy Vehicles                         | - | 4 years                |

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits.

## Notes

### **1.12 Investment property**

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Investment properties are recognised initially recognised at cost and subsequently measured at fair value through profit and loss.

The company does not currently hold any investment property.

### **1.13 Stocks**

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

### **1.14 Provisions**

A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee.

### **1.15 Impairment excluding stocks and deferred tax assets**

#### *Financial assets (including trade and other debtors)*

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

#### *Non-financial assets*

The carrying amounts of the Company's non-financial assets, other than stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of goodwill impairment testing, the impairment of goodwill is determined using the recoverable amount of the acquired entity in its entirety.

An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss.

An impairment loss is reversed if and only if the reasons for the impairment have ceased to apply.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### **1.16 Classification of financial instruments issued by the Company**

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- (b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

## Notes

### 1.17 Basic financial instruments

#### *Trade and other debtors / creditors*

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

#### *Interest-bearing borrowings classified as basic financial instruments*

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

#### *Investments in preference and ordinary shares*

Investments in equity instruments are measured initially at fair value, which is normally the transaction price. Transaction costs are excluded if the investments are subsequently measured at fair value through profit and loss. Subsequent to initial recognition investments that can be measured reliably are measured at fair value with changes recognised in profit or loss. Other investments are measured at cost less impairment in profit or loss.

#### *Investments in subsidiaries, jointly controlled entities and associates*

Investments in subsidiaries, jointly controlled entities and associates are carried at cost less impairment changes recognised in other comprehensive income in accordance with FRS 102.17.15.

### 1.18 Related Party Disclosures

The company has taken advantage of the exemption available in FRS 102 Section 33.1A from disclosing intercompany transactions between two or more members of a group, provided that any subsidiary party to the transaction is a wholly owned member of the group.

## 2 Acquisitions of businesses

### *Acquisitions in the current period*

The Company made no acquisitions in the year.

### *Acquisitions in the prior period*

The Company made no acquisitions in the prior year.

### *Disposal of businesses in the current period*

#### *Discontinued operation*

No businesses have been disposed of in the current or comparative year.

## 3 Expenses and auditor's remuneration

|                             | 2016<br>£000 | 2015<br>£000 |
|-----------------------------|--------------|--------------|
| Depreciation                |              |              |
| Owned                       | 34           | 23           |
| Leased                      | -            | -            |
| Amortisation of goodwill    | -            | -            |
| Rent receivable             | -            | -            |
| Operating lease rentals     |              |              |
| Land and buildings          | 123          | 123          |
| Hire of plant and machinery | -            | -            |
|                             | <hr/>        | <hr/>        |

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

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

## Notes

### 4 Staff numbers and costs

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

|                        | Number of employees |           |
|------------------------|---------------------|-----------|
|                        | 2016                | 2015      |
| Workshop staff         | 30                  | 31        |
| Sales and distribution | 16                  | 15        |
| Administration         | 12                  | 12        |
|                        | <u>58</u>           | <u>58</u> |

The aggregate payroll costs of these persons were as follows:

|                       | £000         | £000         |
|-----------------------|--------------|--------------|
| Wages and salaries    | 1,552        | 1,557        |
| Social security costs | 147          | 148          |
| Pension costs         | 33           | 33           |
|                       | <u>1,732</u> | <u>1,738</u> |

### 5 Director's remuneration

The directors who served during the year are all directors of an intermediate parent company, Isaac Agnew (Holdings) Limited and are remunerated by that company, with the exception of A Collinson who is remunerated by Sytner Group Limited. The company is not charged for the services provided by the directors, all costs being included in the financial statements of Isaac Agnew (Holdings) Limited or Sytner Group Limited, were the costs to be recharged by the parent company there would be no charge to this company.

### 6 Other interest receivable and similar income

|                   | 2016<br>£000 | 2015<br>£000 |
|-------------------|--------------|--------------|
| Bank interest     | -            | 3            |
| Dividend received | -            | -            |
|                   | <u>-</u>     | <u>3</u>     |

### 7 Interest payable and similar expenses

|                        | 2016<br>£000 | 2015<br>£000 |
|------------------------|--------------|--------------|
| Stocking loan interest | 51           | 48           |
| Bank overdrafts        | 2            | -            |
|                        | <u>53</u>    | <u>48</u>    |

Notes

8 Taxation

*Analysis of charge/(credit) in year*

|                                            | 2016<br>£000 | 2015<br>£000 |
|--------------------------------------------|--------------|--------------|
| <i>Current tax</i>                         |              |              |
| Current tax on income for the year         | 88           | 108          |
| Adjustment in respect of previous years    | -            | -            |
| Total current tax                          | 88           | 108          |
| <i>Deferred tax (see note 17)</i>          |              |              |
| Origination/reversal of timing differences | -            | 1            |
| Effect of change in tax rate               | -            | 1            |
| Total deferred tax                         | -            | 2            |
| Tax on profit/(loss)                       | 88           | 110          |

|                                          | Current tax<br>£000 | Deferred tax<br>2016<br>£000 | Total tax<br>£000 | Current tax<br>£000 | Deferred tax<br>2015<br>£000 | Total tax<br>£000 |
|------------------------------------------|---------------------|------------------------------|-------------------|---------------------|------------------------------|-------------------|
| Recognised in profit and loss account    | 88                  | -                            | 88                | 108                 | 2                            | 110               |
| Recognised in other comprehensive income | -                   | -                            | -                 | -                   | -                            | -                 |
| Recognised directly in equity            | -                   | -                            | -                 | -                   | -                            | -                 |
| Total tax                                | 88                  | -                            | 88                | 108                 | 2                            | 110               |

|                                                                    | 2016<br>£000 | 2015<br>£000 |
|--------------------------------------------------------------------|--------------|--------------|
| <i>Reconciliation of effective tax rate</i>                        |              |              |
| Profit/(loss) before taxation                                      | 377          | 487          |
| Tax using the UK corporation tax rate of 20% (2015: 20.25%)        | 75           | 99           |
| <i>Effects of:</i>                                                 |              |              |
| Effect of tax rates in foreign jurisdictions                       | -            | -            |
| Difference in tax rate on gain on sale of discontinued operations  | -            | -            |
| Reduction in tax rate on deferred tax balances                     | -            | 1            |
| Expenses not deductible for tax purposes                           | 13           | 10           |
| Tax exempt revenues                                                | -            | -            |
| Recognition of previously unrecognised tax losses                  | -            | -            |
| Current year losses for which no deferred tax asset was recognised | -            | -            |
| Under/(over) provided in prior years                               | -            | -            |
| Total current tax charge/(credit) (see above)                      | 88           | 110          |

*Factors that may affect future current and total tax charges*

Reductions in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) was substantively enacted on 26 October 2015. A further reduction to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. The deferred tax asset/liability at 31 December 2016 has been calculated based on these rates.



## Notes

### 9 Intangible assets and goodwill

The Company has no intangible assets or goodwill.

| 10 | Tangible fixed assets   | Freehold<br>land and<br>buildings | Short<br>leasehold<br>land and<br>buildings | Fixtures<br>and<br>equipment | Motor<br>vehicles | Courtesy<br>vehicles | Total |
|----|-------------------------|-----------------------------------|---------------------------------------------|------------------------------|-------------------|----------------------|-------|
|    |                         | £000                              | £000                                        | £000                         | £000              | £000                 | £000  |
|    | <b>Cost</b>             |                                   |                                             |                              |                   |                      |       |
|    | At beginning of year    | -                                 | 129                                         | 296                          | -                 | -                    | 425   |
|    | Acquired                | -                                 | -                                           | -                            | -                 | -                    | -     |
|    | Additions               | -                                 | -                                           | 38                           | -                 | -                    | 38    |
|    | Disposals               | -                                 | -                                           | (3)                          | -                 | -                    | (3)   |
|    | Inter-company transfers | -                                 | -                                           | -                            | -                 | -                    | -     |
|    | At end of year          | -                                 | 129                                         | 331                          | -                 | -                    | 460   |
|    | <b>Depreciation</b>     |                                   |                                             |                              |                   |                      |       |
|    | At beginning of year    | -                                 | 128                                         | 175                          | -                 | -                    | 303   |
|    | Acquired                | -                                 | -                                           | -                            | -                 | -                    | -     |
|    | Charge for year         | -                                 | 1                                           | 33                           | -                 | -                    | 34    |
|    | Impairment losses       | -                                 | -                                           | -                            | -                 | -                    | -     |
|    | Disposals               | -                                 | -                                           | (2)                          | -                 | -                    | (2)   |
|    | Inter-company transfers | -                                 | -                                           | -                            | -                 | -                    | -     |
|    | At end of year          | -                                 | 129                                         | 206                          | -                 | -                    | 335   |
|    | <b>Net book value</b>   |                                   |                                             |                              |                   |                      |       |
|    | At 31 December 2016     | -                                 | -                                           | 125                          | -                 | -                    | 125   |
|    | At 31 December 2015     | -                                 | 1                                           | 121                          | -                 | -                    | 122   |

Included in tangible fixed assets are assets held under finance leases and hire purchase contracts with net book value of £Nil (2015: £Nil).

### 11 Fixed asset investments

The Company has no investments in subsidiaries, associates or jointly controlled entities.

| 12 | Stocks              | 2016<br>£000 | 2015<br>£000 |
|----|---------------------|--------------|--------------|
|    | Vehicles for resale | 2,548        | 2,804        |
|    | Consignment stock   | 275          | 1,060        |
|    | Parts               | 53           | 35           |
|    |                     | <b>2,876</b> | <b>3,899</b> |

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

| 13 | Debtors                            | 2016<br>£000 | 2015<br>£000 |
|----|------------------------------------|--------------|--------------|
|    | Trade debtors                      | 303          | 269          |
|    | Amounts owed by group undertakings | 2,849        | 2,441        |
|    | Other debtors                      | 22           | 10           |
|    | Deferred tax asset (note 17)       | 5            | 5            |
|    | Prepayments and accrued income     | 16           | 17           |
|    | Corporation tax receivable         | -            | -            |
|    |                                    | <b>3,195</b> | <b>2,742</b> |

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

## Notes

| 14 Creditors: amounts falling due within one year                                 | 2016<br>£000 | 2015<br>£000 |
|-----------------------------------------------------------------------------------|--------------|--------------|
| Shares classified as liabilities                                                  | -            | -            |
| Bank overdraft                                                                    | -            | -            |
| Stocking loans                                                                    | 2,378        | 2,423        |
| Consignment stock liabilities                                                     | 275          | 1,060        |
| Obligations under loans, finance leases and hire purchase contracts (see note 16) | -            | -            |
| Trade creditors                                                                   | 279          | 164          |
| Amounts owed to group undertakings                                                | -            | -            |
| Corporation tax payable                                                           | 44           | 54           |
| Other taxes and social security                                                   | 284          | 84           |
| Other creditors                                                                   | 121          | 234          |
| Accruals and deferred income                                                      | 70           | 96           |
|                                                                                   | <u>3,451</u> | <u>4,115</u> |

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

Amounts owed to group undertakings are interest free and are repayable on demand.

| 15 Creditors: Amounts falling due after more than one year                        | 2016<br>£000 | 2015<br>£000 |
|-----------------------------------------------------------------------------------|--------------|--------------|
| Bank loans and overdrafts                                                         | -            | -            |
| Obligations under loans, finance leases and hire purchase contracts (see note 16) | -            | -            |
|                                                                                   | <u>-</u>     | <u>-</u>     |

| 16 Other interest-bearing loans and borrowings                               | 2016<br>£000 | 2015<br>£000 |
|------------------------------------------------------------------------------|--------------|--------------|
| Obligations under loans, finance leases and hire purchase contracts payable: |              |              |
| Less than one year                                                           | -            | -            |
| Between one and five years                                                   | -            | -            |
| Over five years                                                              | -            | -            |
|                                                                              | <u>-</u>     | <u>-</u>     |

## 17 Deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

|                                  | Assets       |              | Liabilities  |              | Net          |              |
|----------------------------------|--------------|--------------|--------------|--------------|--------------|--------------|
|                                  | 2016<br>£000 | 2015<br>£000 | 2016<br>£000 | 2015<br>£000 | 2016<br>£000 | 2015<br>£000 |
| Accelerated capital allowances   | (5)          | (5)          | -            | -            | (5)          | (5)          |
| Arising on business combinations | -            | -            | -            | -            | -            | -            |
| Employee benefits                | -            | -            | -            | -            | -            | -            |
| Unused tax losses                | -            | -            | -            | -            | -            | -            |
| Other timing differences         | -            | -            | -            | -            | -            | -            |
| Tax (assets) / liabilities       | <u>(5)</u>   | <u>(5)</u>   | <u>-</u>     | <u>-</u>     | <u>(5)</u>   | <u>(5)</u>   |

There are no assets on which deferred tax has not been recognised. The company does not anticipate any material reversal of the deferred tax liability above.

## Notes

### 18 Pension scheme

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

Total pension charge for the year was £33,000 (2015: £33,000), wholly in respect of contributions to the defined contribution scheme. Outstanding contributions at the end of the financial year were £2,750 (2015: £2,750).

### 19 Called up share capital

|                                            | 2016<br>£000 | 2015<br>£000 |
|--------------------------------------------|--------------|--------------|
| <i>Allotted, called up and fully paid:</i> |              |              |
| 50,000 ordinary shares of £1 each          | 50           | 50           |

### 20 Operating leases

Non-cancellable operating lease rentals are payable as follows:

|                            | 2016<br>£000 | 2015<br>£000 |
|----------------------------|--------------|--------------|
| Less than one year         | 80           | 80           |
| Between one and five years | 320          | 320          |
| More than five years       | 396          | 476          |
|                            | <u>796</u>   | <u>876</u>   |

### 21 Commitments

#### *Capital commitments*

The company had capital commitments of £Nil (2015:£Nil).

#### *Contingent liabilities*

As at 31 December 2016 the gross borrowings outstanding under the Group's bank facilities in aggregate were £41,195,000 (2015: £52,456,000).

### 22 Accounting estimates and judgements

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

#### *Deferred tax*

Determining income tax provisions involves judgment on the tax treatment of certain transactions. Deferred tax is recognised on tax losses not yet used and on temporary differences where it is probable that there will be taxable revenue against which these can be offset. Management has made judgments as to the probability of future taxable revenues being generated against which tax losses will be available for offset.

#### *Stocks*

The assessment of the fair value of stocks utilises market knowledge and history of recent activity, whilst this is deemed to be appropriate it is possible that ultimate sales return will vary from those assumed.

### 23 Ultimate parent company and parent company of larger group

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

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