

GM Leitch (Holdings) Limited

Annual report and financial statements

for the year ended 31 December 2016

Registered number: 09466708

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GM Leitch (Holdings) Limited

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GM Leitch (Holdings) Limited

Officers and professional advisers

DIRECTOR

S Scott

REGISTERED OFFICE

Suite 1.3
20 Market Street
Altrincham
Cheshire
WA14 1PF

AUDITOR

Deloitte LLP
Statutory Auditor
Manchester
United Kingdom

GM Leitch (Holdings) Limited

Strategic report

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

PRINCIPAL ACTIVITY

The principal activity of the company is to act as an intermediate holding company.

BUSINESS REVIEW

The company is 90% owned by CorpAcq Limited. The company holds the entire share capital of G.M. Leitch Limited. The cost of the investment is disclosed in note 7 to the financial statements.

FINANCIAL REVIEW

The company's results and financial position are set out in the profit and loss account and balance sheet on pages 8 and 9.

KEY PERFORMANCE INDICATORS

The director considers the company's key performance indicator to be the financial performance of its subsidiary G.M. Leitch Limited. The performance of G.M. Leitch Limited is monitored monthly by the director by way of a comprehensive management report and as the company is, and is expected to continue to be, profitable the director considers the key performance indicator outturn to be satisfactory.

PRINCIPAL RISKS AND UNCERTAINTIES

Since the company does not trade, the director perceives the only risk facing this business to be a significant downturn in trading of G.M. Leitch Limited. This risk is mitigated through regular review by the board.

The company considers its principal risk to be the financial performance of its subsidiary company, which supports the carrying value of the company's investment and which provides support to this company to meet its liabilities as they fall due. The risk is managed through regular review by the board.

Details regarding the adoption of the going concern basis of accounting in preparing the financial statements can be found in note 1 to the financial statements.

FUTURE DEVELOPMENTS

The director expects the company to continue to act as an intermediate holding company for the foreseeable future.

Approved on behalf of the Board of Directors on 4 September 2017
and signed on its behalf by:



S Scott
Director

Suite 1.3
20 Market Street
Altrincham
Cheshire
WA14 1P

GM Leitch (Holdings) Limited

Director's report

The director presents his annual report on the affairs of the company, together with the audited financial statements and auditor's report, for the year ended 31 December 2016.

DIRECTOR

The director who held office during the year and to the date of this report, unless otherwise stated, is as noted on page 1.

GOING CONCERN

The director has a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus he continues to adopt the going concern basis in preparing the annual financial statements.

Further details regarding the adoption of the going concern basis can be found in the statement of accounting policies in the financial statements.

An indication of likely future developments of the company is noted within the strategic report.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's activities expose it to a number of financial risks including credit risk, cash flow risk and liquidity risk.

The Company's objective is to manage the working capital cycle in an effective manner to minimise support from financial institutions.

Cash flow risk

The Company's cash flow risk is relatively low due to financial support including cash would be provided by CorpAcq group in the event it was required. Interest bearing assets and liabilities are held at fixed rate to ensure certainty of cash flows.

Credit risk

The Company's principal financial assets are investments and has no significant concentration of credit risk.

Liquidity risk

Liquidity risk at the Company is insignificant as the majority of its financial liabilities are all with other companies within the CorpAcq Group.

Dividends

The director does not propose the payment of a dividend (2015: £nil).

GM Leitch (Holdings) Limited

Director's report

AUDITOR

The person who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit 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 in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

The Annual General Meeting will be held at the registered office of GM Leitch (Holdings) Limited

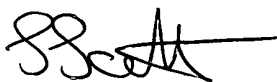
A resolution to re-appoint Deloitte LLP as the company's auditor will be proposed at the forthcoming Annual General Meeting.

APPROVAL OF REDUCED DISCLOSURES

The company, as a qualifying entity, has taken advantage of the disclosure exemptions in FRS 102 paragraph 1.12. The company's shareholder has been notified in writing about the intention to take advantage of the disclosure exemptions and no objections have been received.

The company also intend to take advantage of these exemptions in the financial statements to be issued in the following year. Objections may be served on the company by CorpAcq Finance Limited, as the immediate parent of the entity.

Approved by the Board and signed on its behalf by



S Scott
Director

Suite 1.3
20 Market Street
Altrincham
Cheshire
WA14 1P

GM Leitch (Holdings) Limited

Director's responsibilities statement

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), including FRS 102 "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 accounting estimates that are reasonable and prudent;
- 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 GM Leitch (Holdings) Limited

We have audited the financial statements of GM Leitch (Holdings) Limited for the year ended 31 December 2016 which comprise the Profit and Loss Account, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including 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 director and auditor

As explained more fully in the Director's Responsibilities Statement, the director is 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

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

Opinion on financial statements

In our opinion the financial statements:

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

Opinion on other matter prescribed by the Companies Act 2006

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

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

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 any material misstatements in the Strategic Report and the Directors' Report.

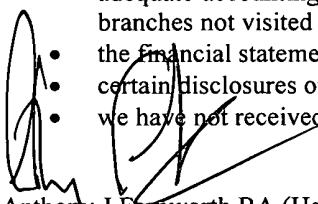
GM Leitch (Holdings) Limited

Independent auditor's report to the members of GM Leitch (Holdings) Limited (continued)

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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Anthony J Farnworth BA (Hons) ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Statutory Auditor
Manchester, United Kingdom

6 September 2017

GM Leitch (Holdings) Limited

Profit and loss account

For the year ended 31 December 2016

	Note	2016 £	2015 £
Finance costs	5	<u>(112,160)</u>	<u>(91,249)</u>
Loss on ordinary activities before taxation		(112,160)	(91,249)
Tax on loss on ordinary activities	6	<u>14,400</u>	<u>9,718</u>
Loss for the financial year attributable to the equity shareholders of the Company		<u>(97,760)</u>	<u>(81,531)</u>

All results relate to continuing operations.

There are no recognised income and expenses other than those stated above in the current year. Accordingly, a separate statement of Comprehensive income has not been presented.

GM Leitch (Holdings) Limited

Balance sheet At 31 December 2016

	Note	2016 £	2015 £
Fixed assets			
Investments	7	<u>3,513,781</u>	<u>3,513,781</u>
Current assets			
Debtors - due within one year	8	<u>24,119</u>	<u>9,719</u>
		24,119	9,719
Creditors: amounts falling due within one year	9	<u>(2,916,154)</u>	<u>(2,704,154)</u>
Net current liabilities		(2,892,035)	(2,694,435)
Total assets less current liabilities		621,746	819,346
Creditors: amounts falling due after more than one year	10	<u>(801,036)</u>	<u>(900,876)</u>
Net liabilities		<u>(179,290)</u>	<u>(81,530)</u>
Capital and reserves			
Called-up share capital	11	1	1
Profit and loss		<u>(179,291)</u>	<u>(81,531)</u>
Shareholders' deficit		<u>(179,290)</u>	<u>(81,530)</u>

The financial statements of GM Leitch (Holdings) Limited, registered number 9466708 were approved by the Board of Directors and authorised for issue on 4 September 2017. They were signed on its behalf by:



S Scott
Director

GM Leitch (Holdings) Limited

Statement of changes in equity At 31 December 2016

	Called-up share capital £	Profit and Loss account £	Total £
Share capital issued on incorporation	1		1
Loss for the period	-	(81,531)	(81,531)
At 31 December 2015	<u>1</u>	<u>(81,531)</u>	<u>(81,530)</u>
Loss for the year	-	(97,760)	(97,760)
At 31 December 2016	<u><u>1</u></u>	<u><u>(179,291)</u></u>	<u><u>(179,290)</u></u>

GM Leitch (Holdings) Limited

Notes to the financial statements For the year ended 31 December 2016

1. Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year.

a. General information and basis of accounting

GM Leitch (Holdings) Limited is a private company incorporated in the England and Wales under the Companies Act and is limited by shares. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the strategic report on page 1.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

The functional currency of GM Leitch (Holdings) Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

GM Leitch (Holdings) Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. GM Leitch (Holdings) Limited is consolidated in the financial statements of its parent, CorpAcq Ltd, which may be obtained at Suite 1.3, 20 Market Street, Altrincham, Cheshire, WA14 1PF, United Kingdom. Exemptions have been taken in these separate Company financial statements in relation to financial instruments, presentation of a cash flow statement and remuneration of key management personnel.

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group financial statements as it is exempt from the requirement to do so by section 400 of the Companies Act 2006 as it is a subsidiary undertaking of CorpAcq Limited, a company incorporated in England and Wales, and is included in the consolidated financial statements of that company, which are publicly available.

b. Going concern

The company is reliant on support from its affiliates such that the intercompany loans will not be requested for repayment should this prejudice the financial position of this company. The company is reliant on funding from its subsidiary G.M. Leitch Limited which has adequate financial resources along with a diverse spread of customers and suppliers.

The director has a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus he continues to adopt the going concern basis of accounting in preparing the annual financial statements.

c. Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

(i) Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

GM Leitch (Holdings) Limited

Notes to the financial statements (continued) For the year ended 31 December 2016

1. Accounting policies (continued)

c. Financial instruments (continued)

Debt instruments which meet the following conditions are subsequently measured at amortised cost using the effective interest method:

- (a) The contractual return to the holder is (i) a fixed amount; (ii) a positive fixed rate or a positive variable rate; or (iii) a combination of a positive or a negative fixed rate and a positive variable rate.
- (b) The contract may provide for repayments of the principal or the return to the holder (but not both) to be linked to a single relevant observable index of general price inflation of the currency in which the debt instrument is denominated, provided such links are not leveraged.
- (c) The contract may provide for a determinable variation of the return to the holder during the life of the instrument, provided that (i) the new rate satisfies condition (a) and the variation is not contingent on future events other than (1) a change of a contractual variable rate; (2) to protect the holder against credit deterioration of the issuer; (3) changes in levies applied by a central bank or arising from changes in relevant taxation or law; or (ii) the new rate is a market rate of interest and satisfies condition (a).
- (d) There is no contractual provision that could, by its terms, result in the holder losing the principal amount or any interest attributable to the current year or prior periods.
- (e) Contractual provisions that permit the issuer to prepay a debt instrument or permit the holder to put it back to the issuer before maturity are not contingent on future events, other than to protect the holder against the credit deterioration of the issuer or a change in control of the issuer, or to protect the holder or issuer against changes in levies applied by a central bank or arising from changes in relevant taxation or law.
- (f) Contractual provisions may permit the extension of the term of the debt instrument, provided that the return to the holder and any other contractual provisions applicable during the extended term satisfy the conditions of paragraphs (a) to (c).

Debt instruments that are classified as payable or receivable within one year on initial recognition and which meet the above conditions are measured at the undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be nil) less impairment.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

(ii) Investments

Investments in subsidiaries and associates are measured at cost less impairment. For investments in subsidiaries acquired for consideration including the issue of shares qualifying for merger relief, cost is measured by reference to the nominal value of the shares issued plus fair value of other consideration. Any premium is ignored.

(iii) Equity instruments

Equity instruments issued by the Company are recorded at the fair value of cash or other resources received or receivable, net of direct issue costs.

GM Leitch (Holdings) Limited

Notes to the financial statements (continued) For the year ended 31 December 2016

1. Accounting policies (continued)

d. Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below

Non-financial assets

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Financial assets

For financial assets carried at amortised cost, the amount of an impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

e. Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

f. Deferred consideration

Deferred consideration, payable to the former owners of the business on the acquisition of the investment in this company by CorpAcq Limited, is disclosed within creditors in accordance with the timing of when the payments fall due and is measured at amortised cost.

GM Leitch (Holdings) Limited

Notes to the financial statements (continued) For the year ended 31 December 2016

2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the director is required to make judgements, estimates and assumptions about the carrying amounts 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 in applying the Company's accounting policies

The director does not consider that the amounts recognised in the financial statements have been significantly affected by any critical judgements made in the process of applying the Company's accounting policies.

3. Auditor's remuneration

Fees payable to Deloitte LLP and their associates for the audit of the Company's annual accounts were £1,000 (2015: £2,000) and have been borne by other group companies and have not been recharged.

Fees payable to Deloitte and its associates for non-audit services to the Company for non audit services totalled £500 (2015: £500).

4. Staff numbers and director

There were no employees, other than the director, of the company during the current year (2015: nil).

The director was remunerated via other group companies during the current year (2015: same). No amount is attributable to qualifying services or recharged.

5. Finance costs

	2016 £	2015 £
Intercompany interest payable	72,000	48,000
Interest on deferred consideration	40,160	43,249
	<u>112,160</u>	<u>91,249</u>

GM Leitch (Holdings) Limited

Notes to the financial statements (continued) For the year ended 31 December 2016

6. Tax on loss on ordinary activities

The tax credit comprises:

	2016 £	2015 £
Current tax on loss on ordinary activities		
UK corporation tax	(14,400)	(9,718)
Total current tax	<u>(14,400)</u>	<u>(9,718)</u>
Total tax on loss on ordinary activities	<u>(14,400)</u>	<u>(9,718)</u>

The standard rate of tax applied to reported loss on ordinary activities is 20.00% per cent (2015: 20.25 per cent). Finance Act 2016, which was substantively enacted in October 2016, included provisions to reduce the rate of corporation tax to 19% with effect from 1 April 2017 and 17% from 1 April 2020. Accordingly, deferred tax balances have been revalued to the lower rate of 17% in these accounts. To the extent that the deferred tax reverses before 1 April 2020 then the impact on the net deferred tax asset will be reduced.

The difference between the total tax charge shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax is as follows:

	2016 £	2015 £
Loss on ordinary activities before tax	<u>(112,160)</u>	<u>(91,249)</u>
Tax on loss on ordinary activities at standard UK corporation tax rate of 20.00% (2015: 20.10%)	(22,432)	(18,337)
Effects of:		
Expenses not deductible	8,032	8,691
Group relief	-	(72)
Total tax credit for year	<u>(14,400)</u>	<u>(9,718)</u>

GM Leitch (Holdings) Limited

Notes to the financial statements (continued) For the year ended 31 December 2016

7. Fixed asset investments

	Unlisted investments £
Cost and net book value	
At 1 January 2016 and 31 December 2016	<u>3,513,781</u>

The company holds an investment in the following subsidiary undertaking, registered in Scotland:

Company	Principal activity	Shares held	
		Class	%
G.M. Leitch Limited	Sale and hire of forklift trucks	Ordinary	100

The registered address of the subsidiary entity is 7 Henderson Drive, Inverness, IV1 1TR.

8. Debtors

	2016 £	2015 £
Amounts due from group undertakings	1	1
Group relief	<u>24,118</u>	<u>9,718</u>
	<u>24,119</u>	<u>9,719</u>

9. Creditors: amounts due in less than one year

	2016 £	2015 £
Amounts owed to group undertakings	2,756,154	2,544,154
Deferred consideration	<u>160,000</u>	<u>160,000</u>
	<u>2,916,154</u>	<u>2,704,154</u>

10. Creditors: amounts falling due after more than one year

	2016 £	2015 £
Deferred consideration	<u>801,036</u>	<u>900,876</u>

Deferred consideration

The creditor in respect of deferred consideration is in respect of the acquisition of GM Leitch Limited and is payable in instalments. Instalments are payable on 31st December 2017, 31st December 2018 and the balance is payable on 31st December 2019.

GM Leitch (Holdings) Limited

Notes to the financial statements (continued) For the year ended 31 December 2016

11. Called-up share capital

	2016 £	2015 £
Allotted, called-up and fully-paid		
1 Ordinary shares of £1.00 each	1	1

The Company has one class of ordinary shares which carry no right to fixed income.

12. Related party transactions

Other related party transactions

The company held, at the year end date, an intercompany loan from CorpAcq Limited, the ultimate parent company, of £600,000 (2015: £600,000).

The company held, at the year end date, an intercompany creditor balance of £2,156,154 (2015: £1,944,154) with GM Leitch Limited, its subsidiary undertaking.

The company's subsidiary undertaking made interest payments on behalf of GM Leitch Holdings Limited in respect of an intercompany loan of £72,000 (2015: £48,000) with CorpAcq Limited.

The company made deferred consideration payments of £140,000 (2015: 40,000) to Gordon Leitch, one of the Directors.

13. Controlling party

The ultimate parent company is CorpAcq Limited, a company registered in England and Wales. The registered address is listed below.

The largest and smallest group in which the results of the company are consolidated is that headed by its ultimate parent company. The consolidated financial statements of the group are available to the public and may be obtained from CorpAcq Limited at Suite 1.3, 20 Market Street, Altrincham, Cheshire, WA14 1PF, United Kingdom.

The director considers that, by virtue of his shareholding in the ultimate parent company, the ultimate controlling party is Mr S Orange.