



Kerr 1 Limited

REPORT AND FINANCIAL STATEMENTS

Period to 31 December 2017



Company 10717536

Company information

DIRECTORS

Timothy Allan

William Bannister

Thomas Biggart

Jeremy Clarke

Simon Lane

REGISTERED OFFICE

Building 2

Abbey View

Everard Close

St Albans

Hertfordshire

AL1 2QU

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Strategic Report

The Directors present their Strategic Report for Kerr 1 Limited (the Company), together with the Company financial statements for the period ended 31 December 2017. The Company was incorporated on 8th April 2017, so this is the Company's first year.

Principal activity

The principal activity of the Company is to act as a holding company.

Business review

The Company was acquired on 24 July 2017 by Motor Fuel Limited and now forms part of the Motor Fuel Group (MFG), which has grown over a number of years to be one of the leading independent forecourt operators in the UK.

Results and performance

These financial statements have been prepared for the period 8 April 2017 to 31 December 2017.

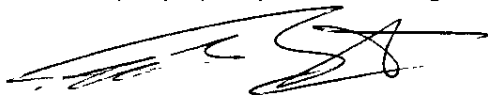
The Company made no profit for the period after taxation. The Directors have not recommended a dividend.

At 31 December 2017 the Company had net assets of £23,000 and no net borrowings.

Principal risks and uncertainties

The responsibility for risk management and the internal control environment resides with the Board of Directors and the senior management team implements and maintains the control systems adopted by the Board.

The Company's policy on risk management is to reduce risk where practical and appropriate.



Approved by the Board and signed on its behalf by

William Bannister (Director)

Date 15th June 2018

Directors' Report

The Directors present their annual report and financial statements for the period ended 31 December 2017.

Results for the period, financial risk management and future developments of the Company can be found in the Strategic Report on page 3.

Dividends

No dividends were paid during the period.

Directors

The following persons served as Directors during the period:

- | | |
|---------------------|---|
| • Timothy Allan | (Appointed on 24 th July 2017) |
| • William Bannister | (Appointed on 24 th July 2017) |
| • Thomas Biggart | (Appointed on 24 th July 2017) |
| • Jeremy Clarke | (Appointed on 24 th July 2017) |
| • Simon Lane | (Appointed on 24 th July 2017) |
| • Mark Kerridge | (Appointed on 8 th April 2017, resigned on 24 th July 2017) |
| • Nicola Kerridge | (Appointed on 8 th April 2017, resigned on 24 th July 2017) |

Key Management Personnel

The following individuals were the key management personnel of Company and of MFG during the period since the MFG acquisition on 24th July 2017:

- | | |
|---------------------|--------------------------|
| • William Bannister | Chief Executive Officer |
| • Thomas Biggart | Chief Investment Officer |
| • Jeremy Clarke | Chief Operating Officer |
| • Simon Lane | Chief Financial Officer |

Prior to acquisition by MFG the key management personnel were Mark Kerridge and Nicola Kerridge.

Directors' responsibilities in the preparation of financial statements

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Company financial statements for each financial period. The Directors have elected under company law to prepare the Company financial statements in accordance with FRS 102.

The financial statements are required by law to present fairly the financial position and performance of the Company; the Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

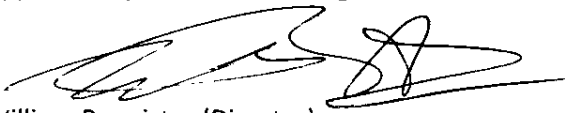
Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing the Company financial statements, the Directors are required to:

- a) select suitable accounting policies and then apply them consistently;
- b) make judgements and accounting estimates that are reasonable and prudent;
- c) state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- d) 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.

Approved by the Board and signed on its behalf by


William Bannister (Director)

Date 15th June 2018

Statement of Comprehensive Income

The Company has not traded during the period, received no income and incurred no expenditure.

The Company therefore made neither a profit nor a loss for the period ended 31 December 2017.

Statement of Financial Position

	Note	31 December 2017 £000
Non-current assets		
Investments	5	23
Net assets		<u>23</u>
Equity		
Merger reserve	7	(2,977)
Share capital	6	3,000
Equity attributable to equity owners		<u>23</u>

For the period ended 31 December 2017, the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies. The members have not required the Company to obtain an audit of its accounts for the period in question in accordance with section 476. The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts. These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements have been approved by the Board of Directors and authorised for issue on *15th June* 2018, and are signed on its behalf by:

William Bannister (Director)



Statement of Changes in Equity

	Share capital	Merger reserve	Equity attributable to equity owners
	£000	£000	£000
As at 8 April 2017	-	-	-
Issue of share capital	3,000	-	3,000
Arising on acquisition of subsidiary	-	(2,977)	(2,977)
As at 31 December 2017	3,000	(2,977)	23

1 General information

Kerr 1 Limited is a limited liability company incorporated and domiciled in England and Wales.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below:

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with FRS 102, the UK Financial Reporting Standard, and the applicable parts of the Companies Act 2006.

The financial statements have been prepared under the historical cost convention, unless otherwise stated in the accounting policies, and are presented in pounds sterling (£). Amounts are generally expressed in thousands (£'000), with rounding accordingly.

The principal accounting policies adopted in the preparation of these financial statements are set out in this Note 2.

2.2 Going concern

As part of their going concern review the Directors have followed the guidelines published by the Financial Reporting Council entitled *Going Concern and Liquidity Risk Guidance for Directors of UK Companies 2009*.

At the reporting date, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus the Directors continue to adopt the going concern basis of accounting in preparing the financial statements.

2.3 Currencies

Items included in these financial statements are measured using the currency of the primary economic environment in which the Company operates (**the functional currency**) which is UK sterling (£). They are presented in UK sterling, as described in Note 2.1 (**the presentational currency**).

2.4 Investments

In the Company's financial statements, investments in Subsidiaries are stated at cost, provision being made where appropriate to recognise a permanent diminution in value.

2.5 Impairment of non-current assets

At each reporting date, the Directors review the carrying amounts of all non-current assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. An impairment loss is recognised as an expense immediately.

3 Financial instruments

Financial assets and financial liabilities are recognised in the Statement of Financial Position when the Company becomes party to the contractual provisions of the instrument. Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire or when the contractual rights to those assets are transferred. Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expired.

3.1 Share capital

Ordinary shares are classified as equity.

3.2 Classification as debt or equity

Debt and equity instruments issued are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

4 Financial risk management

4.1 Capital risk management

The Company is funded by equity. The components of shareholders' equity are:

- Share Capital
- Merger reserve

4.2 Fair value estimation - receivables and payables

The carrying values of trade receivables and payables are assumed to approximate their fair values because the short-term nature of such assets renders the impact of discounting to be negligible.

5. Investments

31 December
2017
£000

Investment in subsidiary	23
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The investment relates to the 100% shareholding in Kerr 2 Limited.

6. Share capital

31 December
2017
£000

2,999,910 Ordinary shares of £1 each	3,000
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7. Merger reserve

31 December
2017
£000
2,977

Movement in the year

The merger reserve relates to the acquisition of Kerr 2 Limited on 18 July 2017 for which total consideration was £3,000,000, of which £23,000 was settled via an issue of shares.

8. Ultimate controlling party

The immediate parent undertaking is Motor Fuel Limited, registered in England and Wales.

In the opinion of the Directors the ultimate controlling party is CD&R Firefly Holdings Sàrl, registered in Luxembourg.

The smallest and largest groups to consolidate these financial statements are Scimitar Topco Limited and CD&R Firefly Holdco Limited respectively. Both of those companies' consolidated financial statements are available from Companies House. Directors interests in MFG are disclosed therein.