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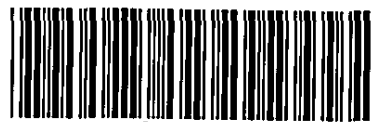
Registration number: SC199049

Bibby Factors Scotland Limited

Directors' Report and Financial Statements

for the Year Ended 31 December 2012

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Bibby Factors Scotland Limited
Contents

Company Information	1
Directors' Report	2 to 3
Statement of Directors' Responsibilities	4
Independent Auditor's Report	5 to 6
Profit and Loss Account	7
Balance Sheet	8
Notes to the Financial Statements	9 to 19

Bibby Factors Scotland Limited
Company Information

Directors	Ian Downing Calum Williamson Edward James Winterton
Company secretary	Bibby Bros. & Co. (Management) Limited
Registered office	1st Floor, Unit 2, Block B Kittle Yards Causewayside Edinburgh EH9 1PJ
Auditor	Deloitte LLP Chartered Accountants and Statutory Auditor Liverpool United Kingdom

Bibby Factors Scotland Limited
Directors' Report for the Year Ended 31 December 2012

The directors present their report and the financial statements for the year ended 31 December 2012.

Directors of the company

The directors who held office during the year and to the date of this report were as follows:

Ian Downing

Hugh David Matthewson (resigned 1 November 2012)

Andrew Mackie Macgregor Tait - Chairman (resigned 1 September 2012)

Edward John Rimmer (resigned 1 February 2012)

Calum Williamson (appointed 1 January 2012)

Edward James Winterton (appointed 1 September 2012)

Principal activity

The principal activity of the company is debt factoring.

Going concern

The financial statements have been prepared on a going concern basis.

As set out in the Statement of Directors' Responsibilities, in preparing these financial statements the directors are required to prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors of the parent company have considered in detail the Group's forecast performance, as well as its capital and liquidity resources which are available to all of its subsidiaries. The Group's funding facilities were renewed in 2010 until July 2014 and on this basis the directors have a reasonable expectation that, despite uncertain market conditions, the Group has sufficient funding and liquidity facilities to ensure that the company will continue in operational existence for the foreseeable future. Accordingly the directors of the company have adopted the going concern basis in preparing these financial statements.

Financial instruments

Price risk, credit risk, liquidity risk and cash flow risk

The business' principal financial instruments comprise bank balances, trade debtors, trade creditors and loans to the business. The main purpose of these instruments is to finance the business' operations.

In respect of bank balances, the liquidity risk is managed by maintaining a balance between the continuity of funding and flexibility through the use of overdrafts at floating rates of interest. All of the business' cash balances are held in such a way that achieves a competitive rate of interest. The business makes use of money market facilities where funds are available.

Trade debtors are managed in respect of credit and cash flow risk by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits. The amounts presented in the balance sheet are net of allowances for doubtful debtors.

Trade creditors' liquidity risk is managed by ensuring sufficient funds are available to meet amounts due.

Loans comprise loans from financial institutions. The interest rates and monthly repayments are variable. The business manages the liquidity risk by ensuring that there are sufficient funds to meet the payments.

Bibby Factors Scotland Limited
Directors' Report for the Year Ended 31 December 2012

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Directors' liabilities

Enhanced indemnities are provided to the directors of the company by Chartis Insurance UK Limited against liabilities and associated costs which they could incur in the course of their duties to the company. All of the indemnities remain in force as at the date of this Report and Accounts. A copy of each of the indemnities is kept at the registered office address of the company.

Disclosure of information to the auditor

Each of the persons who is a director at the date of approval of this report confirms that:

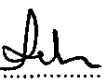
- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the company's 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.

Small company provisions

This report has been prepared in accordance with the small companies regime under the Companies Act 2006.

Approved by the Board on 22 March 2013 and signed on its behalf by:

 **Duly Authorised Signatory**
For and on behalf of Bibby Bros & Co
(Management) Limited, SECRETARY
Bibby Bros. & Co. (Management) Limited
Company secretary

Bibby Factors Scotland Limited
Statement of Directors' Responsibilities

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 financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent Auditor's Report to the Members of Bibby Factors Scotland Limited

We have audited the financial statements of Bibby Factors Scotland Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 19. 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).

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 Statement of Directors' Responsibilities (set out on page 4), 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 (APB'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 directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on the 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 2012 and of its profit 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 the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Independent Auditor's Report to the Members of
Bibby Factors Scotland Limited**

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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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the directors' report.


.....
David Heaton (Senior Statutory Auditor)
For and on behalf of Deloitte LLP,
Chartered Accountants and Statutory Auditor
Liverpool
United Kingdom

22 March 2013

Bibby Factors Scotland Limited
Profit and Loss Account for the Year Ended 31 December 2012

	Note	2012 £	2011 £
Turnover	2	3,556,692	3,709,705
Cost of sales		<u>(3,070,117)</u>	<u>(2,143,623)</u>
Operating profit	3	486,575	1,566,082
Interest payable and similar charges	6	<u>(281,089)</u>	<u>(261,466)</u>
Profit on ordinary activities before taxation		205,486	1,304,616
Tax on profit on ordinary activities	7	<u>(54,417)</u>	<u>(350,918)</u>
Profit for the financial year	14	<u>151,069</u>	<u>953,698</u>

Turnover and operating profit derive wholly from continuing operations.

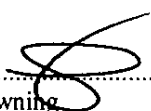
The company has no recognised gains or losses for the year or prior year other than the results above and therefore no Statement of Total Recognised Gains or Losses has been prepared.

Bibby Factors Scotland Limited
(Registration number: SC199049)
Balance Sheet at 31 December 2012

	Note	2012 £	2011 £
Fixed assets			
Tangible fixed assets	8	<u>14,922</u>	<u>22,634</u>
Current assets			
Debtors	9	20,363,943	21,238,049
Cash at bank and in hand		<u>546,783</u>	<u>531,039</u>
		20,910,726	21,769,088
Creditors: Amounts falling due within one year	10	<u>(18,619,232)</u>	<u>(18,820,929)</u>
Net current assets		<u>2,291,494</u>	<u>2,948,159</u>
Total assets less current liabilities		2,306,416	2,970,793
Creditors: Amounts falling due after more than one year	11	<u>(271,526)</u>	<u>(142,972)</u>
Net assets		<u><u>2,034,890</u></u>	<u><u>2,827,821</u></u>
Capital and reserves			
Called up share capital	12	350,000	350,000
Profit and loss account	14	<u>1,684,890</u>	<u>2,477,821</u>
Shareholder's funds	15	<u><u>2,034,890</u></u>	<u><u>2,827,821</u></u>

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

Approved by the Board on 22 March 2013 and signed on its behalf by:

.....

 Ian Downing
 Director

Bibby Factors Scotland Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable law and United Kingdom accounting policies, which have been applied consistently in the current and preceding year.

Exemption from preparing a cash flow statement

The company is exempt from preparing a cash flow statement as 90% or more of the voting rights are held within the group. Consolidated financial statements including the company are publicly available.

Going concern

The financial statements have been prepared on a going concern basis.

As set out in the Statement of Directors' Responsibilities, in preparing these financial statements the directors are required to prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors of the parent company have considered in detail the Group's forecast performance, as well as its capital and liquidity resources which are available to all its subsidiaries. The Group's funding facilities were renewed in 2010 until July 2014 and on this basis the directors have a reasonable expectation that, despite uncertain market conditions, the Group has sufficient funding and liquidity facilities to ensure that the company will continue in operational existence for the foreseeable future. Accordingly the directors of the company have adopted the going concern basis in preparing the financial statements.

Turnover

Turnover represents amounts chargeable, net of value added tax, in respect of the sale of services to customers.

Revenue recognition

The factoring administration fee is recognised in the profit and loss account at the time the debts are factored. Other fees are normally recognised in the profit and loss account at the time the charge is made. However, where fees are charged in respect of non-performing debt, the proportion credited to the profit and loss account is limited to the extent that total recoveries will exceed the debt outstanding.

Depreciation

Depreciation is provided on tangible fixed assets so as to write off the cost or valuation, less any estimated residual value, on a straight line basis over their expected useful economic life, as follows:

Asset class	Depreciation and rate
Office equipment	20% to 33.33%
Short leasehold buildings	Lower of 10% and remainder of lease

Bibby Factors Scotland Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

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Deferred tax

Deferred tax is provided in full on timing differences which represent a liability at the balance sheet date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income or expenditure in tax computations in periods different from those in which they are included in the financial statements.

Deferred tax assets are recognised only to the extent that it is more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Taxation

Tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years or which are never taxable or deductible. Current tax is calculated using rates enacted, or substantively enacted, at the balance sheet date.

Foreign currency

Profit and loss account transactions in foreign currencies are translated into sterling at the exchange rate ruling at the date of the transaction. Assets and liabilities denominated in foreign currencies are translated into sterling at the closing rates at the balance sheet date and the exchange differences are included in the profit and loss account.

Financing

The company finances its operation through overdrafts and loans from its immediate parent undertaking. Interest is charged at base rates plus a small premium.

Operating leases

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

Debtors and creditors

Trade debtors represent the debts assigned under factoring agreements, net of the bad debt provision. The full value of the assigned debt is recognised on the balance sheet as it represents rights or other access to future economic benefits. The corresponding trade creditor recognised represents the difference between the assigned debt and cash advanced to clients net of appropriate factoring fees.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the company is presented as a liability in the balance sheet. The corresponding dividends relating to the liability component are charged as interest expense in the profit and loss account.

Bibby Factors Scotland Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

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Bad debts

Bad debts are written off when there is no realistic prospect of recovery. Specific provisions are made to reduce all impaired balances to their expected realisable values. Additional provisions are made for losses not specifically identified based on past experience, knowledge of the group's exposure and other relevant factors. The charge for the year for bad debts is included in cost of sales.

Pensions

The company operates a defined contribution pension scheme. Contributions are charged in the profit and loss account as they become payable in accordance with the rules of the scheme.

The company is a member of the Bibby Line Group Limited pension scheme providing benefits based on final pensionable pay. Because the company is unable to identify its share of the scheme assets and liabilities on a consistent and reasonable basis, as permitted by FRS 17 'Retirement Benefits' the scheme has been accounted for as if the scheme were a defined contribution scheme. As a result, the amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

2 Turnover

Turnover, which is derived from within the United Kingdom, is the factoring income earned. Debts factored during the year were £150,750,000 (2011 - £150,242,000).

3 Operating profit

Operating profit is stated after charging:

	2012 £	2011 £
Operating leases - plant and machinery	391	-
Operating leases - other assets	79,071	74,792
Depreciation of owned assets	<u>17,785</u>	<u>16,452</u>

Bibby Factors Scotland Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

..... *continued*

No fees were paid to the company's auditor for non-audit services in either the current or preceding year.

4 Particulars of employees

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

	2012 No.	2011 No.
Administration and support	<u>34</u>	<u>31</u>

The aggregate payroll costs were as follows:

	2012 £	2011 £
Wages and salaries	979,582	903,561
Social security costs	102,101	85,757
Staff pensions	<u>48,809</u>	<u>33,361</u>
	<u>1,130,492</u>	<u>1,022,679</u>

5 Directors' remuneration

The directors' remuneration for the year was as follows:

	2012 £	2011 £
Remuneration	192,086	100,274
Directors' pensions	25,170	10,683
	<u>217,256</u>	<u>110,957</u>

During the year the number of directors who were receiving benefits and share incentives was as follows:

	2012 No.	2011 No.
Accruing benefits under defined benefit pension scheme	-	1
Accruing benefits under money purchase pension scheme	<u>2</u>	<u>-</u>

In respect of the highest paid director:

	2012 £	2011 £
Remuneration	106,836	100,274
Company contributions to money purchase pension schemes	10,838	10,683
	<u>117,674</u>	<u>110,957</u>

Bibby Factors Scotland Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

..... *continued*

6 Interest payable and similar charges

	2012	2011
	£	£
Interest on bank borrowings	1,401	845
Interest on loans from group undertakings	<u>279,688</u>	<u>260,621</u>
	<u><u>281,089</u></u>	<u><u>261,466</u></u>

Bibby Factors Scotland Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

..... *continued*

7 Taxation

Tax on profit on ordinary activities

	2012	2011
	£	£
Current tax		
Corporation tax charge	54,817	350,818
Deferred tax		
Origination and reversal of timing differences	(400)	100
Total tax on profit on ordinary activities	<u>54,417</u>	<u>350,918</u>

Factors affecting current tax charge for the year

Tax on profit on ordinary activities for the year is higher than (2011 - higher than) the standard rate of corporation tax in the UK of 24.5% (2011 - 26.5%).

The differences are reconciled below:

	2012	2011
	£	£
Profit on ordinary activities before taxation	<u>205,486</u>	<u>1,304,616</u>
Corporation tax at standard rate	50,344	345,723
Accelerated capital allowances	1,111	638
Expenses not deductible for tax purposes	<u>3,362</u>	<u>4,457</u>
Total current tax	<u>54,817</u>	<u>350,818</u>

Bibby Factors Scotland Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

..... *continued*

8 Tangible fixed assets

	Short leasehold land and buildings £	Office equipment £	Total £
Cost or valuation			
At 1 January 2012	30,952	175,142	206,094
Additions	10,073	-	10,073
At 31 December 2012	41,025	175,142	216,167
Depreciation			
At 1 January 2012	8,318	175,142	183,460
Charge for the year	17,785	-	17,785
At 31 December 2012	26,103	175,142	201,245
Net book value			
At 31 December 2012	14,922	-	14,922
At 31 December 2011	22,634	-	22,634

9 Debtors

	2012 £	2011 £
Trade debtors	20,326,486	21,191,497
Deferred tax	8,800	8,400
Other debtors	28,657	38,152
	20,363,943	21,238,049

Debtors includes £nil (2011 - £nil) receivable after more than one year.

Deferred tax

Deferred tax is provided at 23.00% (2011 - 25.00%).

The movement in the deferred tax asset in the year is as follows:

	£
At 1 January 2012	8,400
Deferred tax credited to the profit and loss account	400
At 31 December 2012	8,800

Bibby Factors Scotland Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

..... *continued*

Analysis of deferred tax

	2012 £	2011 £
Difference between accumulated depreciation and amortisation and capital allowances	8,800	8,400
	<u>8,800</u>	<u>8,400</u>

10 Creditors: Amounts falling due within one year

	2012 £	2011 £
Trade creditors	8,396,957	8,730,346
Amounts owed to group undertakings and undertakings in which the company has a participating interest	9,910,335	9,420,000
Corporation tax	54,817	350,818
Other taxes and social security	77,601	90,202
Other creditors	179,522	229,563
	<u>18,619,232</u>	<u>18,820,929</u>

11 Creditors: Amounts falling due after more than one year

	2012 £	2011 £
Bank loans and overdrafts	271,526	142,972

The bank loans are part of a bank facility, expiring in July 2014, which is secured by a fixed and floating charge over the assets of the company with, however, the stipulation that in respect of the book debts the amount recoverable under this security is limited to the amount actually prepaid under factoring agreements. The bank overdrafts and intercompany loans carry interest rates that vary with base rates.

12 Share capital

Allotted, called up and fully paid shares

	2012		2011	
	No.	£	No.	£
Ordinary £1 shares of £1 each	350,000	350,000	350,000	350,000

Bibby Factors Scotland Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

..... continued

13 Dividends

	2012 £	2011 £
Dividends paid		
Current year interim dividend paid	<u>944,000</u>	<u>828,000</u>

14 Reserves

	Profit and loss account £
At 1 January 2012	2,477,821
Profit for the year	151,069
Dividends	<u>(944,000)</u>
At 31 December 2012	<u>1,684,890</u>

15 Reconciliation of movement in shareholder's funds

	2012 £	2011 £
Profit attributable to the shareholder of the company	151,069	953,698
Dividends	<u>(944,000)</u>	<u>(828,000)</u>
Net (reduction)/addition to shareholder's funds	(792,931)	125,698
Shareholder's funds at 1 January	<u>2,827,821</u>	<u>2,702,123</u>
Shareholder's funds at 31 December	<u>2,034,890</u>	<u>2,827,821</u>

Bibby Factors Scotland Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

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16 Pension schemes

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £48,809 (2011 - £18,791).

Contributions totalling £nil (2011 - £nil) were payable to the scheme at the end of the year and are included in creditors.

Defined benefit pension schemes

The company participates in the Bibby Line Group Pension Scheme (the "Scheme"), a defined benefit pension scheme. The assets of the Scheme are held separately from those of the sponsoring and participating employers and are invested with an insurance company. The company is unable to identify its share of the underlying assets and liabilities of the scheme as a significant number of members who are deferred or pensioners within the scheme relate to businesses that are no longer part of the group. The Scheme was closed to new entrants from 1 April 2000 and to accruals for existing members from 30 September 2011.

The company made contributions of £nil (2011 - £14,570) to the scheme during the year.

Contributions payable to the pension scheme at the end of the year are £nil (2011 - £nil).

Financial Reporting Standard 17 Disclosures

As noted above and under accounting policies, the company participates in the Scheme. As part of the information disclosed under Financial Reporting Standard 17 in the ultimate holding company's accounts, a net deficit of £14,782,000 (2011 - £11,967,000) is noted. Further information can be found in the financial statements of the ultimate holding company.

Bibby Factors Scotland Limited

Notes to the Financial Statements for the Year Ended 31 December 2012

..... *continued*

17 Commitments

Operating lease commitments

As at 31 December 2012 the company had annual commitments under non-cancellable operating leases as follows:

Operating leases which expire:

	2012	2011
	£	£
Land and buildings		
Within one year	-	15,329
Within two and five years	<u>79,673</u>	<u>64,977</u>
	<u>79,673</u>	<u>80,306</u>
Other		
Within one year	-	7,523
Within two and five years	<u>19,205</u>	<u>4,035</u>
	<u>19,205</u>	<u>11,558</u>

Other commitments

The company had not entered into any capital, nor other financial commitments, as at the year end (2011 - none).

18 Related party transactions

As a wholly-owned subsidiary undertaking of Bibby Group of Factors Limited, which produces consolidated financial statements which are publicly available, the company has taken advantage of the exemption in FRS8 "Related Party Disclosures" from disclosing transactions with other members of the group headed by Bibby Line Group Limited.

19 Control

The company is a wholly owned subsidiary undertaking of Bibby Group of Factors Limited, whose ultimate parent undertaking is Bibby Line Group Limited.

The largest group in which the results of the company are consolidated is that headed by Bibby Line Group Limited. The smallest group in which they are consolidated is that headed by Bibby Group of Factors Limited.

Copies of the Group financial statements may be obtained from Bibby Line Group Limited, 105 Duke Street, Liverpool L1 5JQ.

Group website address: www.bibbylinegroup.co.uk