2020 | Dawsongroup plc

ANNUAL REPORT & ACCOUNTS

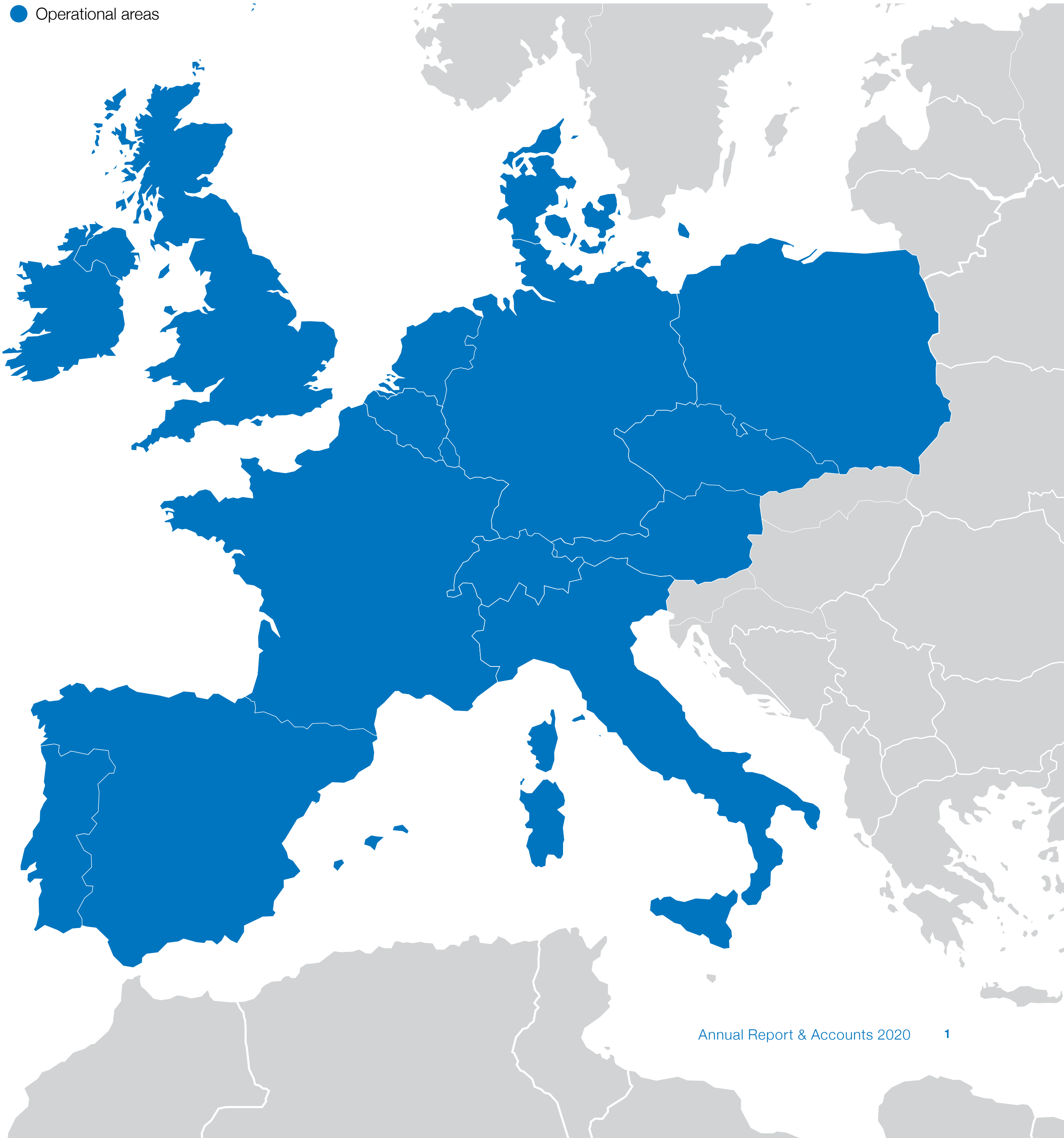
Dawsongroup

Contents

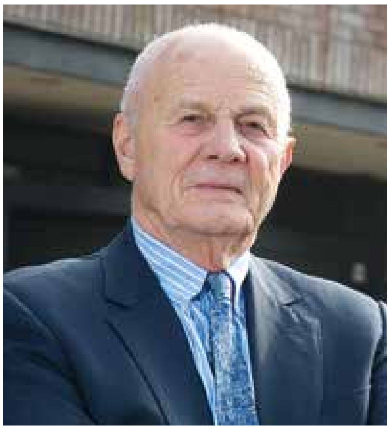
Corporate Statement

Dawsongroup is one of Europe's leading asset rental, leasing and contract hire businesses and the UK's largest independent company in this sector, specialising in a wide range of commercial vehicles, buses, coaches, material handling, sweepers and temperature-controlled products. The group also owns a dedicated finance company supporting all group sales activities, as well as providing direct finance services.

Dawsongroup owns over 28,000 high quality premium assets, rented to a broad customer base of large reputable companies.



Chairman's Statement



Peter M Dawson

Over many years, Dawsongroup has been built on the basis of experienced loyal staff, strong customer relationships, investment in modern quality assets and maintaining a low risk, low geared, tightly controlled approach to business. This has delivered consistent year on year growth.

However, what may go unnoticed in most cases has been the group's ability over time to take key actions in anticipation of change - whether that is in respect of the economy, legislation or market movement.

One such key decision was the establishment of a crisis team in 2019, long before pandemic became a household word. With Covid-19 dominating so much of business in 2020, this crisis team, led by the CEO, proved critical to the health and continued success of Dawsongroup through 2020.

Covid has proved to be a tremendous challenge, with many people having to work in difficult circumstances, often separated from family and loved ones, facing a pandemic of which little was known. Key workers kept the wheels of the UK turning and I am pleased that Dawsongroup was able to play its' part in supporting British industry and in particular the NHS.

Considering this difficult background, Dawsongroup managed to largely maintain both revenues and profitability, both in the UK and its' European businesses and investment in new assets has continued.

As lockdown was imposed in the second quarter, we drew a deep breath as an unprecedented level of equipment returns confronted us and valued customers sought to cancel payments and contracts. Fortunately, Dawsongroup is financially robust - but I would like to express my appreciation to our banking partners for their unflinching support throughout as we ensured that our own cash flows were secured. To support this, the Dawson family agreed to forgo any dividend payment in 2020.

In addition to maintaining asset investment, we have also made a number of property investments, most notably the completion of our new Avonmouth "super site" and the acquisition of a purpose-built facility on the fringe of Heathrow. Plans are also in place to double our Brighouse site to support our ever expanding Sweeper business.

Results and dividend

On turnover of £268.4m (2019: £269.8m), profit before tax and fair value adjustments increased by £0.1m to £40.4m (2019: £40.3m). The dividends for the year amounted to £nil (2019: £3.0m).

Balance sheet

Capital expenditure for the year amounted to £219.7m compared with £231.7m in the previous year. Asset disposal profits of £11.8m (2019: £9.8m) were achieved from proceeds of £67.2m (2019: £64.5m). These, together with operational cash flows of £140.1m (2019: £172.6m), meant that net debt increased by £23.9m to £302.6m.

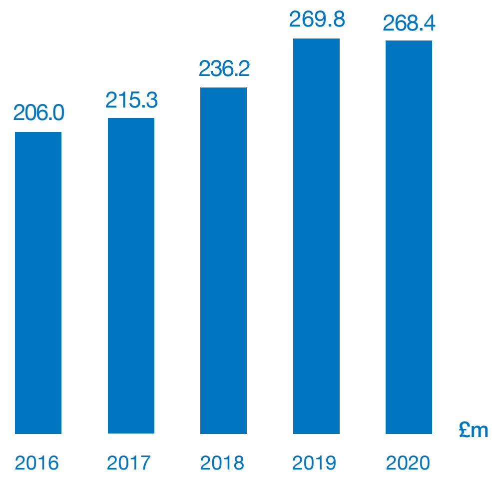
Gearing decreased to 92.1% which is exceptionally low for an asset rental business. Unexpired contract revenue stood at £216.1m compared with £199.8m last year. Interest was covered 4.8 times by operating profit (2019: 4.9 times).

People

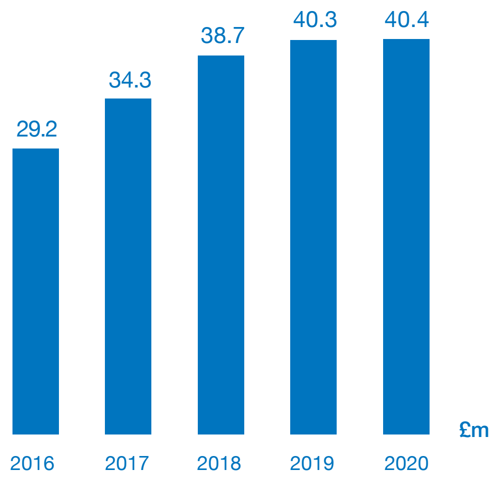
Dawsongroup continues to invest in its highly experienced and loyal workforce, including talent development programmes and succession plans for key staff members.

Charles Dawson returned to Dawsongroup having gained his MBA and heads up the newly formed DG Global AG to oversee the development of business opportunities outside of Europe.

Turnover



Profit before tax and fair value adjustments



Freya Dawson has had a busy 2020 with a number of property developments and acquisitions, as well as leading the group's charitable drive with great success.

There were two Managing Director appointments, Kevin Wills of Dawsongroup Finance, and Glen Carruthers of Dawsongroup Sweepers, both previously employed as Commercial Directors.

At the end of 2020, I decided to step back from the day to day operations of Dawsongroup, fully confident in the skills and judgement of my highly experienced board - however I will continue to lead the quarterly board meetings as Chairman.

As a family business, we have now established a family council to ensure and maintain communication with the main board, as the group evolves into a third generation of the Dawson family.

Outlook

As we enter 2021, the UK remains in lockdown, but the very successful vaccine roll out is a real beacon of hope for a return to near normality in this coming year.

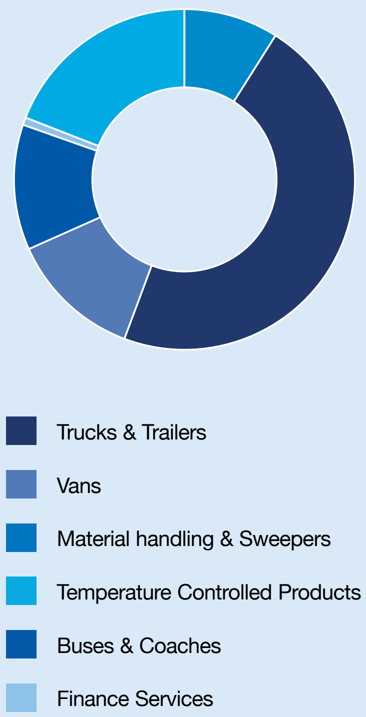
While Dawsongroup managed to largely maintain revenues and profitability in 2020, there remains many uncertainties for the year ahead. As Government Covid support is inevitably withdrawn or reduced, further economic downturn and business failures are a real risk. The Brexit effect is also uncertain - although the threat of import duties on capital equipment has lifted, there has been a noticeable effect on UK:EU trade which could dampen business activity going forward.

However Dawsongroup is a strong business and we remain confident for the long term future of the company. We enjoy a strong Balance Sheet and with a modern asset inventory and a highly motivated team of people, we are confident that the consistent growth enjoyed in recent years will continue.

Peter M Dawson
B Eng, FIMI

Chairman
14 May 2021

Market Sectors Revenue



Strategic Report

Stephen J Miller

Dawsongroup's strong financial and operating performance is achieved through close management of its diverse portfolio of asset rental, leasing and contract hire products with common engineering or customer profiles. Tight cost control, rigid risk management, professional purchasing and asset disposal are all significant contributors to the group's success.

Anthony Coleman

Strategic Review

	2020 £m	%	2019 £m	%
Trucks and trailers	**111.4**	**41.5**	113.3	42.0
Vans	**53.2**	**19.8**	50.4	18.7
Material handling and sweepers	**27.5**	**10.3**	27.0	10.0
Temperature-controlled products	**52.3**	**19.5**	52.5	19.4
Buses and coaches	**22.1**	**8.2**	24.8	9.2
Finance services	**1.9**	**0.7**	1.8	0.7
Group revenue	**268.4**	**100.0**	269.8	100.0

Covid-19 has dominated the management agenda of most companies throughout 2020 and Dawsongroup is no exception. However, the success of our established crisis team in providing clear instructions and guidance to all staff, reinforced with regular comprehensive communication, ensured that both the business and employee impact was minimised.

From the outset, Dawsongroup was clearly established as an essential service, providing vital equipment and services to the healthcare, food production and distribution sectors. All Dawsongroup business units remained open throughout, but with working patterns adjusting to home based or flexible attendance hours, as a result relatively few employees were furloughed, where they could not physically carry out their duties and by September 2020 all staff had returned to full time employment.

Throughout 2020, all staff received full pay, reflecting the loyalty and commitment they had given to Dawsongroup. All sites were trained and equipped to minimise infection risk and keep people safe, as a result there were only 31 people that tested positive for coronavirus amongst our 1000 staff, with none believed to have contracted the virus within the business environment. Government Health and Safety spot checks on various depots recognised Dawsongroup as a benchmark performer.

Not only did staff make a major contribution to our 2020 result, our customers remained loyal and supportive too. Our approach of seeking to find individual workable solutions for each client's needs ensured that equipment returns were minimised - and that as businesses recovered from lockdown shock, it was Dawsongroup assets that were readopted first. This quick footed approach also enabled emerging business opportunities to be satisfied, particularly in the healthcare, pharmaceutical and refrigerated transport sectors.

Strategic Report continued

There is no doubt that Dawsongroup's diverse business mix, a range of modern reliable assets and a strong contractual base with blue chip customers, all contributed to protecting the group from the worst of the pandemic. With the rapid vaccine rollout shining a bright light at the end of this long tunnel, we believe that Dawsongroup can return to normal trading in 2021 - but with some benefits gained from changes we have made around flexible working, new processes and the continued desire to do more with less.

Apart from the success of the crisis team in dealing with the unique challenges of Covid, other key actions ensured ongoing Dawsongroup success. We pride ourselves on quick decision making, with key managers fully operationally involved and empowered - and with short lines of communication for bigger decisions that need to be actioned quickly. Our ability to deal with customers very real concerns during the early stages of lockdown, restructuring contracts or arranging payment breaks, gave assurance at a time when other suppliers were considering their approach or simply saying no.

The same quick thinking was applied to returned equipment - identifying Covid opportunities and adapting assets to meet new requirements.

Similarly, recent investments in greater resource and improved on-line platforms supporting used asset disposal, enabled older inventory to be cleared at reasonable values while maintaining our core utilisation.

Of course, in all other respects, it was business as usual. Dawsongroup IT systems and processes were robust and continue to improve. Our asset investments reflect the growing requirement for environmental compliance, with most vehicle assets now either the latest Euro 6 emissions standard or are hybrid, gas or electric powered. Our ongoing focus on strengthening our long-term contractual base is building greater and greater business stability. Inter-company trading - sharing mutual customer opportunities - continues to go from strength to strength, particularly with Dawsongroup Finance.

Considering the risks and uncertainty faced by Dawsongroup early in 2020, with unprecedented levels of returns, stand downs, requests for payment breaks and cancelled direct debits - together with the real threat of customer administrations or liquidations - it is a real credit to all staff that Dawsongroup year on year performance was maintained. In recognition of this outstanding achievement, all those staff that were not furloughed received a special Christmas hamper as a thank you from the board for the exceptional commitment they had given.

Trucks and trailers

The Truck and Trailer Division result was certainly the most impacted by Covid, with high levels of returns in the first half of 2020, resulting in an all-time low level of utilisation. However, a strong performance from the used disposals team ensured that utilisation and fleet age profile were fully back on track by the year end.

Trucks & Trailers

Buses and coaches

Vans

Sweepers

The business performed well in the final quarter of 2020, boosted by a shift to on-line sales and Brexit stockpiling and is well set for a strong performance in 2021.

While trading conditions were difficult, the business maintained its focus on providing high quality, comprehensive customer support throughout - adapting quickly to new processes, systems and technologies, to give a seamless level of service.

This is recognised by customers, particularly the larger organisations that can see the real value in the support provided - which in turn has helped to win a number of notable contracts and increase the proportion of business secured on a long-term contract basis.

This approach was endorsed recently with Dawsongroup Truck and Trailer being awarded “Rental, Leasing and Contract Hire Provider of the Year” at the 2020 Commercial Motor Awards for the second year running - along with winning the “Customer Service” award too.

Vans

Despite an extremely difficult second quarter, all key measures of the Van Division showed year on year growth by year end.

Fleet size rose by 8%, with notable investments in electric drive and refrigerated vans and rapid growth arising from on-line shopping in particular. Demand for used vans was particularly strong, again with strong growth in the home delivery parcels sector and from the impact of the Chancellor's Bounce Back loans.

A buoyant used market boosted the Dawsongroup Van Ninja brand, as well as the development of a new van leasing platform marketed via brokers, targeting the sub 5 vehicle market. This growing success ensured that the majority of Dawsongroup used van sales are now achieved through digital sales channels.

Bus and Coach

From a market perspective, this business faced the biggest challenge. A series of lockdowns, home working and the need for social distancing meant that passenger numbers fell dramatically - and the coach sector were unable to enjoy any specific government support.

So it was even more impressive that Dawsongroup Bus and Coach were able to maintain revenue, margin and utilisation through 2020 - a result helped enormously by three new contracts that added over 100 vehicles to the fleet - and earlier decisions to invest heavily in Patient Transfer Vehicles that proved essential as the effects of the pandemic were realised.

Sweepers

The Dawsongroup Sweeper business has been the star performer in recent years and 2020 was no exception - serving a customer base drawn largely from the local government municipal sector, it has been the least effected by Covid or the economic fallout.

Again, customer service has been at the core of this success in building profitable market share - and with the Brighouse HQ set to double in size in 2021 and a strengthened national service offer utilising the new Avonmouth, Heathrow and Glasgow sites, the sweeper business prospects look very good for the future.

Strategic Report continued

The addition of new products has widened the portfolio offered, including vacuum tankers, hot boxes, tippers and suction excavators, which will allow the business to provide a more comprehensive offer to their existing customer base and seek new growth opportunities.

Material Handling

Dawsongroup Material Handling shares some management resources with the Sweeper business and has shared some of that success, again based on service support.

The acquisition of LTS Midlands in 2019 has improved geographic coverage and enabled the division to expand its service maintenance offer to include customers own lift trucks - increasing workshop utilisation and building a future rental base.

The partnership with Combilift is developing well and Dawsongroup continue to invest in these specialist products as well as new areas such as telemetry systems.

Temperature Control

Much of the Dawsongroup Temperature Control business is focussed on the food industry, and with the “Out of Home” sector severely hit by lockdown, quick thinking was the order of the day.

Most of this released capacity was diverted to the NHS and pharmaceutical customers, as well as the rapidly growing home retail market, which ensured that the business continued to perform well and utilisation was maintained.

The European businesses performed exceptionally well, delivering strong results across the board, most notably the installation of 68 Superboxes to two sites in Spain in the middle of the pandemic, with the installation team flying from Ireland to Spain by private jet to ensure the customer’s tight deadline was met.

Non-UK business now accounts for over 25% of Dawsongroup’s profitability, reducing significantly our reliance on the UK economy alone.

We are continuing to develop the inflatable structures business following our previous acquisition of Tectoniks. Following a series of successful trials with a number of international aid agencies, we anticipate this business growing well in coming years as we further develop this unique product.

Finance

With the majority of Dawsongroup Finance credit agreements being backed by a portfolio of banking partners, as customers requested our help through the Covid crisis, this required several hundred agreements to be negotiated and re-documented - which was achieved with great speed and efficiency.

At this same time, banks were understandably withdrawing third party lending facilities as they dealt with their own priorities, all adding another layer of difficulty in providing finance solutions.

However, Dawsongroup Finance continued its expansion path - recruiting key staff to provide national coverage to fully serve all Dawsongroup companies - securing new partnerships with three funding institutions - and agreeing an in-house funding option with the Dawsongroup board.

At the end of 2020 Kevin Wills was promoted to the position of managing director to reflect his achievement in his previous role as commercial director.

Material Handling

Temperature-controlled products and inflatables

DG Global

Energy and carbon reporting

GHG emissions data	2020 Tonnes of CO_2e
Scope 1 - Combustion of fuel and operation of facilities (tonnes CO_2 emissions)	
Emissions associated with direct activities: heating offices and branches and running our commercial vehicles and company cars	1,493
Scope 2 Electricity, heat and steam (tonnes CO_2 emissions)	
Emissions from electricity purchased for own use	505
Intensity measurement (Tonnes CO_2 per £m of revenue)	7.5

Energy usage	2020 kWh
Energy consumption (kWh)	
Combustion of fuel and operations of facilities	6,351,325
Electricity, heat and steam	2,166,655

Other

The group has three dedicated asset disposal arms which operate on a national basis: Dawsondirect, Ventura, the bus and coach specialist and Van Ninja. All have built enviable reputations for the quality and condition of the products they sell and the customer service that they provide. The other divisions dispose of their ex-hire fleet assets through their own resources.

Employees

We would like to express our gratitude to our workforce for their continued dedication and hard work which will ensure the continued success and growth of Dawsongroup.

Energy and carbon reporting

The group reports on all of the greenhouse gas (GHG) emission sources as required under the Steamlined Energy and Carbon Reporting (SECR) legislation 2018. The methodology used to calculate the group's GHG emissions and energy use is the GHG Protocol Corporate Accounting and Reporting Standard, using the operational control approach. Advantage has been taken of the exemption to disclose comparative information as this is the first year the group has had to provide this information. Our GHG emissions and energy consumption is disclosed in the table above.

Energy efficiency

The group is committed to reducing their energy consumption and the carbon impact of our operations. We recognise our responsibility to help our customer manage their businesses in a sustainable way by ensuring that most of our vehicle fleet is either Euro 6 compliant or hybrid, gas or electricity powered and is well maintained. Additionally, we have used energy efficient heating and cooling technology, for example installing solar panels, in the new building that has just been completed at our new Avonmouth site. We have also installed a business energy management software system at one of our high energy usage sites, which provides immediate energy and power insights and deep analytics for our electricity supply enabling us to reduce electricity consumption by identifying non-productive energy usage.

Strategic Report continued

S172 (1) Statement

The board of directors of Dawsongroup plc consider, individually and collectively, that they have acted in a way they consider would be most likely to promote the success of the company for the benefit of its members as a whole having regard to the stakeholders and matters set out in S172 of the Companies Act 2006 namely: -

(a) the likely consequences of any decision in the long term;

(b) the interests of the company's employees;

(c) the need to foster the company's business relationships with suppliers, customers and others;

(d) the impact of the company's operations on the community and the environment;

(e) the desirability of the company maintaining a reputation for high standards of business conduct; and

(f) the need to act fairly between members of the company.

The following summarises how the directors fulfil their duties:-

Risk Management

It is vital that we effectively identify, evaluate, manage and mitigate the risks we face as a business. For details of the risks and uncertainties and how they are dealt with see the strategic report page 11.

Our people

Our employees are fundamental to the long-term success of the business. We aim to be a responsible employer with regard to pay and benefits that our employees receive. The health, safety and well-being of our employees is one of our primary considerations in the way we conduct business. Established communication and consultation procedures exist which aim to ensure that employees are informed about and involved in matters which are of interest and concern to them. For more details see the directors' report page 14.

Business relationships

We strive to develop and maintain strong long-term relationships with our suppliers, customers and asset finance providers all of whom are key to our business. We achieve this without a dependency on any single supplier of product or finance or any individual customer – our largest customer represented just 4.3% of our group revenue in 2020.

Community and environment

As stated on page 6 of the strategic report, exceeding environmental compliance is a key feature of business strategy, with our fleet now almost exclusively to Euro 6 standard. The group also has a number of electric, hybrid and gas-powered vehicles which places us in a good position to provide vehicles to customers operating in the increasing number of low emission zones being applied in UK cities.

Maintaining a reputation for high standards of business conduct

Our intention is to behave responsibly and ensure management operates the business in a responsible manner. Our aim is to provide our customers with premium, well maintained products which together with our high level of customer care promotes our reputation for maintaining high standards.

Members of the company

The shareholders of the company are closely involved in any major decisions made by the board relating to the current running and the future of the group.

Financial review

The group's trading performance is explained in the strategic report. This review provides further information on other significant financial issues.

Interest

On average net borrowings during the year of £290.6m (2019: £273.7m), net interest payable increased by £0.2m to £10.5m (2019: £10.3m).

Interest cover is 4.8 times (2019: 4.9 times).

Tax

The 2020 tax charge is £8.4m which is comprised of corporation tax payable of £8.9m less deferred tax credit of £0.5m. Corporation tax actually payable in respect of 2020 profits was £12.5m (2019: £7.0m).

Cash flow

The group cash inflow from operating activities, essentially profit plus depreciation and changes in working capital, totalled £140.1m (2019: £172.6m). A further £67.2m (2019: £64.5m) was generated from the disposal of fixed assets. Cash outflow for interest paid, tax and dividends, together amounted to £24.0m (2019: £21.5m).

Capital expenditure

Capital expenditure, almost entirely relating to investment for hire fleet growth and replacement programmes, amounted to £219.7m (2019: £231.7m).

Borrowings

Net debt increased to £302.6m (2019: £278.7m), comprising hire fleet asset finance of £331.6m (2019: £323.6m), bank loans of £5.4m (2019: £0.1m) less net cash of £34.4m (2019: £45.0m). Year-end gearing was 92% (2019: 92%).

Risks and uncertainties

Finance and treasury

The group operates a central finance and treasury function which is responsible for arranging and managing all of the group's financial instruments, comprising borrowings, cash and liquid resources and interest rate swaps, in the most appropriate manner, at the lowest cost.

These policies remained unchanged throughout the year and are summarised as follows:

Financing

The group's principal borrowings are in respect of hire fleet investments which are funded, net of suitable deposits, by way of asset finance. The preference for variable rate hire purchase debt continues because it is administratively simple, avoids the issues of fees and covenants which typically arise with bank lending, provides for total flexibility without penalties on early termination and enables capital allowances to be claimed on the assets. Where circumstances so permit in terms of the group's tax position, the group will also consider fixed or variable rate finance leases. All other assets are purchased for cash and are unencumbered.

Asset finance repayments are matched, conservatively, against the revenue stream from the related assets over their income-generating lives. In the case of trucks this policy has been set at 3 years, vans at 2 years and for all other assets between 5 and 7 years.

Asset finance facilities are established with a wide range of lenders primarily on a revolving basis and each subject to different annual review dates. The board considers that there are sufficient credit facilities available to meet all projected requirements. Short-term flexibility for working capital purposes is achieved through overdraft facilities.

Interest rates

The exposure to variable rate debt is hedged through interest rate swaps. At the year-end these totalled £200.0m (2019: £200.0m), effectively fixing the relevant variable rate asset finance debt at an average base rate of 2.9%.

Foreign currencies

The group has subsidiaries in the Euro currency zone and finances all hire fleet additions and most working capital requirements for these businesses in local currencies in order to partially protect the group's Sterling statement of financial position from exchange rate movements. The group also purchases certain hire fleet assets in the UK from overseas suppliers which are denominated in foreign currencies. This exchange rate exposure is limited through forward currency purchases.

Overview

In 2020 Dawsongroup once again demonstrated its reputation as a successful asset rental company in its markets in the UK and Europe.

The excellent financial performance continues to be built on a platform of:-

- a wide asset portfolio – over 28,000 hire fleet assets at the year-end;
- a high contractual base;
- a broad customer base – the largest customer in 2020 represented just 4.3% of group revenue;
- first-rate supplier relationships – without a dependency on any single supplier of product or finance;
- a committed and motivated management team supported by hard-working and enthusiastic employees – numbering almost 1,000 across 9 countries; and
- a proven track record in the asset rental and contract hire industry spanning over 40 years.

This report was approved by the board on 14 May 2021 and signed on its behalf by:

Stephen J Miller
Group chief executive

14 May 2021

Anthony Coleman
Group finance director

Directors & Advisors

Peter M Dawson
B Eng, FIMI,
EXECUTIVE CHAIRMAN
Peter joined the family haulage business in 1956 and spearheaded the early growth and development of the group.
AGED 82

Stephen J Miller
GROUP CHIEF EXECUTIVE
Stephen joined the group in 1986 and was appointed managing director of Dawsongroup Truck and Trailer in 2002. In October 2009 he was appointed group managing director. In September 2016 he was appointed group chief executive.
AGED 56

Anthony Coleman
FCA
GROUP FINANCE DIRECTOR
Appointed group finance director in January 2006, Anthony is now in his 21st year with the group having joined as group financial controller and company secretary.
AGED 48

Freya Dawson
GROUP PROPERTY DIRECTOR
Freya joined the group in October 2011 and was appointed a director of Alexena Limited, the group's property company in January 2014. In October 2018 she was appointed to the board of Dawsongroup plc.
AGED 33

Lucinda Kent
FCA
GROUP FINANCIAL CONTROL DIRECTOR AND COMPANY SECRETARY
Lucinda joined the group in 2004, becoming group financial controller two years later. She was appointed as company secretary in April 2014 and as group financial control director in May 2020.
AGED 51

Ian Jones
NON-EXECUTIVE DIRECTOR
Ian was appointed a non-executive director of Dawsongroup plc on 1 August 2012, having spent the previous ten years as managing director of commercial vehicles and vans at Mercedes-Benz UK.
AGED 67

Group headquarters and registered office

Dawsongroup plc
Delaware Drive
Tongwell
Milton Keynes
MK15 8JH
Tel: 01908 218111

Registered number

1902154

Website

www.dawsongroup.co.uk

Secretary

Lucinda Kent, FCA

Auditor

Mazars LLP
The Pinnacle
160 Midsummer Boulevard
Milton Keynes
MK9 1FF

Principal bankers

Barclays Bank
Barclays Client Services Luton
Regional Service Centre
PO Box No. 729
Luton
LU1 2LJ

HSBC UK Bank plc
South Midlands Corporate Banking Centre
Level 6 Metropolitan House
321 Avebury Boulevard
Milton Keynes
MK9 2GA

The Royal Bank of Scotland
Corporate and Institutional Banking
2nd Floor
152 Silbury Boulevard
Milton Keynes
MK9 1LT

Statutory Directors' Report

The directors present their report and the audited financial statements of the group for the year ended 31 December 2020.

Activities and business review

The principal activity of the group is the rental, leasing and contract hire of commercial vehicles, buses, coaches, material handling, sweepers and temperature-controlled products. It also provides finance services. Dawsongroup plc is the holding company.

A detailed review of the group's trading during the year and of its business outlook is contained within the chairman's statement on pages 2 to 3 and the strategic report on pages 4 to 12.

Results and dividends

The consolidated trading results and year-end financial position are shown in the financial statements on pages 19 to 44.

The profit after tax for the financial year was £25.1m (2019: £30.1m). Ordinary dividends paid in the year amounted to £nil (2019: £3.0m). The retained profit of £25.1m has been transferred to reserves.

Directors

The current directors of Dawsongroup plc are set out on page 13.

Directors' indemnity

The company's Articles of Association provide, subject to the provisions of UK legislation, an indemnity for directors and officers of the company in respect of liabilities they incur in the discharge of their duties or in the exercise of their powers, including any liabilities relating to the defence of any proceedings brought against them which relate to anything done or omitted, or alleged to have been done or omitted, by them as officers or employees of the company.

Appropriate directors' and officers' indemnity insurance cover is in place in respect of all the company's directors.

Donations

The group made charitable donations during the year amounting to £26,841 (2019: £3,716). No political donations were made in either year.

Employment policies

The group continues to encourage the participation of its employees in the business in which they work. Established communication and consultation procedures exist which aim to ensure that employees are informed about, and involved in, matters which are of interest and concern to them.

The group is an equal opportunities employer and its policies for the recruitment, training, career development and promotion of employees are based on the relevant merits and abilities of the individuals concerned. The policies also allow disabled persons to compete on an equal basis. Any existing employee who becomes disabled is given the training required to ensure that, wherever possible, continuity of employment can be maintained.

The group promotes all aspects of health and safety throughout the group in the interest of its employees.

Environmental and carbon reporting

The group reports on greenhouse gas emissions as required by the Streamlined Energy and Carbon Reporting (SECR) legislation 2018. This is included on page 9 of the strategic report.

Creditor payment policy

Operating businesses are responsible for agreeing the terms and conditions under which business transactions with their suppliers are conducted. It is group policy that payments to suppliers are made in accordance with these terms, provided that the supplier complies with all relevant terms and conditions.

At 31 December 2020 the amount for trade creditors in the statement of financial position represented 11 days (2019: 24) of average daily purchases for the company and 28 days (2019: 32) in respect of the group's main UK operating subsidiaries.

Going concern

The directors have a reasonable expectation that the company and group have adequate resources to continue in operational existence for the foreseeable future, therefore they continue to adopt the going concern basis for accounting in preparing the annual financial statements. For further information regarding the directors' assessment of the going concern status of the company and group, refer to the accounting policies on page 25.

Disclosure in the strategic report

As permitted by Paragraph 1A of Schedule 7 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 certain matters which are required to be disclosed in the directors' report have been omitted as they are included in the strategic report on pages 4 to 12. These matters relate to activities, business and financial review, future developments and risks and uncertainties.

Directors' responsibilities statement

The directors are responsible for preparing the corporate statement and financial highlights, the chairman's statement, 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting

Practice (United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland 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 group and of the profit or loss of the group 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;
- 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 group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's transactions and disclose with reasonable accuracy at any time the financial position of the group 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 group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the Annual Review and Summary Financial Statements and Annual Report and Financial Statements published on the group's corporate website. Legislation in the UK concerning the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Statement as to disclosure of information to auditor

So far as each person who is a director is aware, there is no relevant audit information of which the group's auditor is unaware. Each director has taken all steps that he ought to have taken in his duty as a director in order to make himself aware of any relevant audit information and to establish that the group's auditor is aware of that information.

Auditor

Mazars LLP has expressed its willingness to continue in office and a resolution concerning reappointment will be put to the directors at the board meeting approving these financial statements.

Approved on behalf of the board and signed on its behalf by

By order of the board
Lucinda Kent, FCA
Secretary

14 May 2021

Report of the Auditors

Independent auditor's report to the members of Dawsongroup plc

Opinion

We have audited the financial statements of Dawsongroup Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2020 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Company Statement of Financial Position, the Consolidated and Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2020 and of the group's 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group and the parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

In light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies

Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of Directors

As explained more fully in the Directors' Responsibilities Statement set out on page 15, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group and the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. Based on our understanding of the group and parent company and its industry, we identified that the principal risks of non-compliance with laws and regulations related to the UK tax legislation and Covid-19 government support schemes, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements, such as the Companies Act 2006 and FRS 102.

We evaluated the directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls) and determined that the principal risks were related to posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates, significant one-off or unusual transactions and revenue recognition on the cut-off assertion.

Our audit procedures were designed to respond to those identified risks, including non-compliance with laws and regulations (irregularities) and fraud that are material to the financial statements. Our audit procedures included but were not limited to:

- Discussing with the directors and management their policies and procedures regarding compliance with laws and regulations;
- Communicating identified laws and regulations throughout our engagement team and remaining alert to any indications of non-compliance throughout our audit; and
- Considering the risk of acts by the group and the parent company which were contrary to applicable laws and regulations, including fraud.

Our audit procedures in relation to fraud included but were not limited to:

- Making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud; and
- Addressing the risks of fraud through management override of controls by performing journal entry testing.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions,

Report of the Auditors

misrepresentations or the override of internal controls.

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

Use of the audit report

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

Stephen Brown

(Senior Statutory Auditor)

For and on behalf of Mazars LLP
Chartered Accountants and Statutory Auditor

Mazars LLP
The Pinnacle
160 Midsummer Boulevard
Milton Keynes
MK9 1FF

Date: 21 May 2021

Consolidated Statement of Comprehensive Income

for the year ended 31 December 2020

Continuing operations	Notes	2020 £'000	2019 £'000
Turnover	*1*	**268,424**	269,755
Cost of sales		**166,802**	169,482
Gross profit		**101,622**	100,273
Other operating income	*1*	**2,438**	820
Administrative expenses		**53,151**	50,549
Operating profit	*2*	**50,909**	50,544
Gains arising on fair value of investment property	*10*	**4,226**	–
Profit on ordinary activities before interest, fair value of derivative instruments and taxation		**55,135**	50,544
Interest receivable and similar income	*5*	**983**	1,140
Interest payable and similar charges	*6*	**11,492**	11,432
Profit on ordinary activities before fair value of derivative instruments and taxation		**44,626**	40,252
Losses arising on fair value of derivative instruments	*16*	**11,160**	2,451
Profit on ordinary activities before tax		**33,466**	37,801
Taxation	*7*	**8,355**	7,680
Profit for the year attributable to owners		**25,111**	30,121
Other comprehensive income:			
Exchange differences arising on translation of foreign operations		**1,464**	(2,433)
Total comprehensive income attributable to owners		**26,575**	27,688

The notes on pages 25 to 44 are an integral part of these financial statements.

Consolidated Statement of Financial Position

as at 31 December 2020

	Notes	2020 £'000	2020 £'000	2019 £'000	2019 £'000
Fixed assets					
Intangible assets	8		(64)		(240)
Tangible assets	9		706,997		668,680
Investment property	10		25,395		21,169
			732,328		689,609
Current assets					
Inventory		2,638		1,707	
Trade and other debtors	12	49,420		45,039	
Investments – short-term deposits	13	46,025		41,715	
Cash at bank and in hand	13	4,945		15,415	
		103,028		103,876	
Creditors due within one year					
Borrowings	14	162,693		163,780	
Trade and other creditors	15	130,691		132,886	
		293,384		296,666	
Net current liabilities			190,356		192,790
Total assets less current liabilities			541,972		496,819
Creditors due after one year					
Borrowings	14	190,850		172,067	
Trade and other creditors	15	6,249		6,777	
			197,099		178,844
Provisions for liabilities and charges			344,873		317,975
Employee benefits	17	4,951		3,368	
Deferred tax	17	10,551		11,095	
Other provisions	17	966		1,682	
			16,468		16,145
Net assets			328,405		301,830
Capital and reserves					
Called up share capital	18		8,057		8,057
Share premium account			1,285		1,285
Capital reserve			9,980		9,980
Revaluation reserve			4,308		4,308
Profit and loss account			304,775		278,200
Equity shareholders' funds			328,405		301,830

The financial statements on pages 19 to 44 were approved and authorised for issue by the board of directors on 14 May 2021.

Directors: S J Miller
A Coleman

The notes on pages 25 to 44 are an integral part of these financial statements.

Consolidated Statement of Changes in Equity

for the year ended 31 December 2020

	Called up share capital £'000	Share premium account £'000	Capital reserve £'000	Revaluation reserve £'000	Profit and loss account £'000	Equity shareholders' funds £'000
At 1 January 2019	8,057	1,285	9,980	4,335	253,509	277,166
Profit for the financial year	–	–	–	–	30,121	30,121
Other comprehensive income:						
– Exchange differences arising on translation of foreign operations	–	–	–	–	(2,433)	(2,433)
– Loss on fair value of freehold property	–	–	–	(27)	–	(27)
Total comprehensive income	–	–	–	(27)	27,688	27,661
Dividends paid (note 19)	–	–	–	–	(2,997)	(2,997)
At 31 December 2019	8,057	1,285	9,980	4,308	278,200	301,830
Profit for the financial year	–	–	–	–	25,111	25,111
Other comprehensive income:						
– Exchange differences arising on translation of foreign operations	–	–	–	–	1,464	1,464
Total comprehensive income	–	–	–	–	26,575	26,575
Dividends paid (note 19)	–	–	–	–	–	–
At 31 December 2020	**8,057**	**1,285**	**9,980**	**4,308**	**304,775**	**328,405**

Reserves

Share premium account

The share premium account represents the difference between the proceeds and the nominal value of each share issued.

Capital reserve

The capital reserve represents the nominal value of share capital that has been redeemed and cancelled.

Revaluation reserve

This reserve represents the cumulative revaluation gains and losses on revaluation of land and buildings held as tangible fixed assets.

Profit and loss account

The profit and loss account reserve represents cumulative profits and losses of the group.

The notes on pages 25 to 44 are an integral part of these financial statements.

Consolidated Statement of Cash Flows

for the year ended 31 December 2020

	Notes	2020 £'000	2019 £'000
Operating activities			
Profit on ordinary activities before tax		33,466	37,801
Adjusted for:			
Gains arising on fair value of investment property	10	(4,226)	–
Losses arising on fair value of derivative instruments	16	11,160	2,451
Depreciation of tangible assets	9	128,281	121,260
Amortisation of goodwill	8	(176)	(359)
Profit on disposal of tangible assets	2	(11,817)	(9,777)
Interest receivable	5	(983)	(1,140)
Interest payable	6	11,492	11,432
Operating cash flows before movement in working capital		167,197	161,668
Increase in inventory		(904)	(313)
(Increase) / decrease in trade and other debtors		(4,051)	856
(Decrease) / increase in trade and other creditors		(10,919)	17,107
Increase / (decrease) in provisions		849	(329)
Interest received	5	450	607
Income tax paid		(12,554)	(7,037)
Net cash flows from operating activities		140,068	172,559
Investing activities			
Proceeds from disposal of tangible assets		67,180	64,537
Purchase of tangible assets	9	(219,733)	(231,655)
Purchase of subsidiary / trade and assets		–	(1,226)
Net cash acquired with purchase of subsidiary / trade and assets		–	461
Net cash flows used in investing activities		(152,553)	(167,883)
Financing activities			
Increase in obligations under finance lease	14	7,968	33,002
Dividends paid	19	–	(2,997)
Interest paid	6	(11,492)	(11,432)
Collateral deposit		(4,310)	(4,470)
Advance / (repayment) of bank loans		5,267	(3)
Net cash flows used in financing activities		(2,567)	14,100
Net (decrease) / increase in cash and cash equivalents		(15,052)	18,776
Cash and cash equivalents at the beginning of the year		3,302	(15,282)
Effect of exchange rates on cash and cash equivalents		121	(192)
Cash and cash equivalents at the end of the year		(11,629)	3,302
Unrestricted cash and cash equivalents	13	4,970	15,440
Overdraft	14	(16,599)	(12,138)
Total cash and cash equivalents at the end of the year		(11,629)	3,302

The notes on pages 25 to 44 are an integral part of these financial statements.

Company Statement of Financial Position

as at 31 December 2020

	Notes	2020 £'000	2020 £'000	2019 £'000	2019 £'000
Fixed assets					
Tangible assets	9		873		909
Investment in subsidiary undertakings	11		49,193		49,111
			50,066		50,020
Current assets					
Inventory		1		1	
Trade and other debtors	12	100,284		84,689	
Investments – short-term deposits	13	46,000		41,690	
Cash at bank and in hand	13	227		855	
		146,512		127,235	
Creditors due within one year					
Borrowings	14	17,834		12,595	
Trade and other creditors	15	69,309		61,285	
		87,143		73,880	
Net current assets			59,369		53,355
Total assets less current liabilities			109,435		103,375
Creditors due after one year					
Trade and other creditors	15	5,698		6,233	
			5,698		6,233
			103,737		97,142
Provisions for liabilities and charges	17		1,410		543
Net assets			102,327		96,599
Capital and reserves					
Called up share capital	18		8,057		8,057
Share premium account			1,285		1,285
Capital reserve			6,658		6,658
Profit and loss account			86,327		80,599
Equity shareholders' funds			102,327		96,599

The company has elected to take the exemption permitted under Section 408 of the Companies Act 2006 not to present the company's profit and loss account. The company's profit for the year was £5,728,000 (2019: £11,745,000).

The financial statements on pages 19 to 44 were approved and authorised for issue by the board of directors on 14 May 2021.

Directors: S J Miller
A Coleman

The notes on pages 25 to 44 are an integral part of these financial statements.

Company Statement of Changes in Equity

for the year ended 31 December 2020

	Called up share capital £'000	Share premium account £'000	Capital reserve £'000	Profit and loss account £'000	Equity shareholders' funds £'000
At 1 January 2019	8,057	1,285	6,658	71,851	87,851
Profit for the financial year	–	–	–	11,745	11,745
Other comprehensive income	–	–	–	–	–
Total comprehensive income	–	–	–	11,745	11,745
Dividends paid (note 19)	–	–	–	(2,997)	(2,997)
At 31 December 2019	8,057	1,285	6,658	80,599	96,599
Profit for the financial year	–	–	–	5,728	5,728
Other comprehensive income	–	–	–	–	–
Total comprehensive income	–	–	–	5,728	5,728
Dividends paid (note 19)	–	–	–	–	–
At 31 December 2020	**8,057**	**1,285**	**6,658**	**86,327**	**102,327**

Reserves

Share premium account

The share premium account represents the difference between the proceeds and the nominal value of each share issued.

Capital reserve

The capital reserve represents the nominal value of share capital that has been redeemed and cancelled.

Profit and loss account

The profit and loss account reserve represents cumulative profits and losses of the company.

The notes on pages 25 to 44 are an integral part of these financial statements.

Accounting Policies

General information

Dawsongroup plc ("the company") is a public limited company incorporated in England and Wales. The address of its registered office and principal place of business is Delaware Drive, Tongwell, Milton Keynes, MK15 8JH. The principal activity of the group is the rental of commercial vehicles, buses, coaches, material handling, sweepers and temperature controlled products. It also provides finance services. Dawsongroup plc is the holding company.

The company is a parent undertaking and therefore these consolidated financial statements present the financial information of the company and its subsidiary undertakings (together "the group"), as well as the company's individual financial statements. These consolidated and company financial statements have been presented in Pounds Sterling as this is the company's functional currency, being the primary economic environment in which the company operates. The level of rounding used throughout the financial statements is to the nearest thousand.

Basis of preparation

These financial statements have been prepared in accordance with FRS 102 *The Financial Reporting Standard Applicable in the UK and Republic of Ireland* ("FRS 102") and applicable legislation, as set out in the Companies Act 2006 and The Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008. These financial statements have been prepared under the historical cost convention, as modified for the fair value of investment properties and derivative financial instruments.

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including the notification of and no objection to, the use of exemptions by the company's shareholders. In preparing the company individual financial statements, the company has taken advantage of the following exemptions:

- from disclosing key management personnel compensation, as required by paragraph 7 of Section 33 *Related Party Disclosures*;
- from presenting a reconciliation of the number of shares outstanding at the beginning and end of the year, as required by paragraph 12 of Section 4 *Statement of Financial Position;* and
- from presenting a statement of cash flows, as required by Section 7 *Statement of Cash Flows*.

On the basis that equivalent disclosures are given in the consolidated financial statements the company has also taken advantage of the exemption not to provide:

- certain disclosure requirements of Section 11 *Basic Financial Instruments* and Section 12 *Other Financial Instrument Issues*.

Basis of consolidation

The group financial statements consolidate the financial statements of Dawsongroup plc and all its subsidiary undertakings for the year ended 31 December 2020.

Subsidiary undertakings acquired during the year are accounted for under the acquisition method of accounting and are consolidated from the date the company achieves control over such entities, thereby having the power to govern the financial and operating policies of the entity of acquisition. The financial statements of subsidiary undertakings that are acquired or disposed of within the financial year are included within, or excluded from, the consolidation from the date that the company obtains or loses control.

Transactions and balances between subsidiary undertakings have been eliminated; no profit is taken on sales between subsidiary undertakings until the products are sold to customers outside the group. Where necessary, adjustments are made to the financial statements of group entities to bring the accounting policies used in line with those used by the group.

Going concern

The financial statements have been prepared on the going concern basis which assumes that the group will continue in operational existence for the foreseeable future.

The directors have reviewed cash flow forecasts for a period of not less than 12 months from the date of the audit opinion and are confident that the group will be able to pay its liabilities as they fall due. On this basis, the directors consider it appropriate to prepare the financial statements on the going concern basis.

Turnover

Turnover is measured at the fair value of the consideration received or receivable and represents amounts for the provision of services and the sale of goods in the normal course of business, net of discounts and other sales-related taxes.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the group's net investment outstanding in respect of the leases.

Income from the sale of vehicles and equipment is recognised when the group has transferred the significant risks and rewards of ownership to the buyer, which is usually the date that delivery of the vehicles and equipment is taken.

Rental income from investment property is recognised on a straight-line basis over the term of the lease.

Interest income is recognised as interest accrues using the effective interest rate method.

Taxation

The tax expense for the year comprises current and deferred tax. Tax currently payable, relating to UK corporation tax, is calculated on the basis of the tax rates and laws that have been enacted or substantively enacted as at the reporting date.

Deferred tax is recognised on all timing differences that have originated but not reversed at the reporting date. Transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future give rise to a deferred tax liability or asset.

Accounting Policies continued

Timing differences are differences between taxable profits and total comprehensive income as stated in the financial statements that arise from the inclusion of income and expense in tax assessments in years different from those in which they are recognised in the financial statements.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted as at the reporting date, that are expected to apply to the reversal of the timing difference. The tax expense is recognised in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense.

Deferred income tax assets are recognised only to the extent that, on the basis of all available evidence, it is deemed probable that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Current and deferred tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and there is the intention either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Foreign currencies

Foreign currency transactions are translated into the functional currency of the reporting entity using the exchange rate prevailing at the date the transactions took place. Income and expense items are translated using an average exchange rate for the year where there are limited fluctuations in foreign exchange rates.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are reported at the rates of exchange prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at the reporting date of monetary assets and liabilities are reported in profit or loss.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the group are translated at the exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising are recognised through other comprehensive income.

Intangible assets

Intangible assets are initially recognised at cost, being the purchase price plus any directly attributable costs, and are subsequently measured at cost less any accumulated amortisation and impairment losses.

Goodwill relates to acquisitions and represents the excess of the consideration payable over the fair value of the separable net assets acquired. Goodwill occurring on acquisitions made prior to 1 January 2014 has been fully amortised. Goodwill arising on acquisitions subsequent to that date is being amortised over 3-5 years on a straight-line basis as the directors believe this period to be reflective of the life of the balance.

Negative goodwill arising where the fair value of the separable net assets acquired is higher than the consideration paid is being amortised in line with the sale of the hire fleet assets acquired as part of the acquisition.

Intangible assets, including goodwill, are tested for impairment where an indication of impairment exists at the reporting date.

Tangible assets

Tangible assets are measured at cost less accumulated depreciation and impairment losses. Freehold property was previously initially measured at cost, which comprises the purchase price and any directly attributable expenditure and was subsequently remeasured to fair value at each reporting date with changes in fair value recognised in other comprehensive income. Freehold property is now being held under the cost model and will be depreciated in accordance with the depreciation policies below. The directors believe this method is more reasonable and relevant.

Depreciation is provided to write down the cost of fixed assets by equal instalments to their estimated residual values up to the period of their estimated useful lives with the group in accordance with the table below:

	Useful life with the group	Residual value
Hire fleet		
Commercial vehicles	5 years	20% - 25%
Trailers	10-12.5 years	2.5% - 15%
Car transporters and drawbar trailers	9 years	10%
Vans	4-6 years	Nil – 1%
Cars	4-5 years	25% - 35%
Purpose built portable cold stores	9-20 years	Nil - 25%
Buses and coaches	9-15 years	10% - 15%
Minibuses	4 years	20%
Material handling	7-9 years	5% - 15%
Sweepers	5-8 years	5% - 30%
Scissor lifts	10 years	15%
Kitchen units	15 years	10%
Coldrooms, inflatables and kitchen equipment	8 years	Nil
Other	4-12.5 years	Nil - 15%

	Useful life with the group	Residual value
Non hire fleet		
Freehold buildings	20-50 years	Nil
Long leasehold	Life of lease	Nil
Plant and equipment	5-10 years	Nil
Portable office buildings	7-12.5 years	15%
Computer hardware	4 years	Nil
Cars	4 years	15%

Tangible assets are tested for impairment where an indication of impairment exists at the reporting date.

Investment property

The group classifies land and buildings, whether in whole or part, as investment property when it is held to earn rentals or for capital appreciation or both. Investment properties are initially measured at cost, which comprises the purchase price and any directly attributable expenditure and are subsequently remeasured to fair value at each reporting date with changes in fair value recognised in profit or loss. Properties leased to other group entities are measured using the cost model and are accounted for in accordance with Section 17 *Property, Plant and Equipment*.

Investments in subsidiary undertakings

Investments in subsidiary undertakings are recognised at cost less accumulated impairment losses in the company financial statements. Investments are tested for impairment where an indication of impairment exists at the reporting date.

Impairment of assets

At each reporting date, the group reviews the carrying value of its 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 the impairment loss.

The recoverable amount of an asset is the higher of fair value less costs to sell and value in use. Value in use is the present value of the future cash flows expected to be derived from the asset. The present value calculation involves estimating the future cash inflows and outflows to be derived from continuing use of the asset, and from its ultimate disposal, applying an appropriate discount rate to those future cash flows.

Where the recoverable amount of an asset is less than the carrying amount an impairment loss is recognised immediately in profit or loss. An impairment loss recognised for all assets is reversed in a subsequent year if, and only if, the reasons for the impairment loss have ceased to apply.

Inventory

Inventory is stated at the lower of cost, using the first in first out method, and selling price less costs to complete and sell.

Financial instruments

Financial assets and liabilities are recognised when the group becomes party to the contractual provisions of the financial instrument. The group holds basic and non-basic financial instruments, which comprise cash at bank and in hand, short-term deposit investments, trade and other debtors, loans and borrowings, trade and other creditors, and derivative financial instruments. The group has chosen to apply the measurement and recognition provisions of Section 11 *Basic Financial Instruments* and Section 12 *Other Financial Instrument* Issues in full.

Financial assets – classified as basic financial instruments

The company has chosen to apply the measurement and recognition provisions of Section 11 *Basic Financial Instruments*.

Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand and other short-term highly liquid investments with original maturities of three months or less which are classified as current asset investments.

Trade and other debtors

Trade and other debtors are initially recognised at the transaction price, including any transaction costs, and are subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Amounts that are receivable within one year are measured at the undiscounted amount of the amount expected to be receivable, net of any impairment.

At the end of each reporting year, the group assesses whether there is objective evidence that any financial asset amount may be impaired. A provision for impairment is established when there is objective evidence that the group will not be able to collect all amounts due according to the original terms of the financial assets. The amount of the provision is the difference between the asset's carrying amount and the present value of the estimated future cash flows. The amount of the provision is recognised immediately in profit or loss.

Financial liabilities – classified as basic financial instruments

Trade and other creditors and loans and borrowings

Short term trade and other creditors and loans and borrowings are initially measured at the transaction price. Other financial liabilities which constitute financing transactions are initially and subsequently measured at the present value of the future payments, discounted at a market rate of interest.

Derivative financial instruments – classified as other financial instruments

Derivative financial instruments comprise interest rate swaps and are initially recognised at fair value at the date the derivative contract is entered into and are subsequently measured at fair value at each reporting date. The resulting gain or loss is recognised in profit or loss.

Accounting Policies continued

Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Finance leases

The group as a lessee

Fixed assets obtained under finance leases are treated in the same way as hire purchase contracts, that is as though they were purchased outright and depreciated accordingly. The outstanding capital element of such leases is included within borrowings in the statement of financial position. The interest element of leasing payments is charged to profit and loss over the period of the finance lease in accordance with the "sum of digits" method. Interest costs on fixed rate hire purchase contracts are also accounted for by this method.

The group as a lessor

Amounts due from lessees under finance leases are recognised as receivables at the amount of the group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the group's net investment outstanding in respect of the leases.

Operating leases

The group as a lessee

Rentals payable under operating leases are charged to profit and loss on a straight-line basis over the term of the relevant lease. Any benefits receivable as an incentive to enter into an operating lease are spread on a straight-line basis over the lease term.

The group as a lessor

Rental income from operating leases are credited to income on a straight-line basis over the terms of the lease.

Asset purchase rebates

Rebates and bonuses from manufacturers and distributors are credited to profit or loss over a three to five year period from the date of installation of the relevant assets to coincide with their expected life within the group.

Future purchase undertakings

As part of its trade the group has undertaken to purchase commercial vehicles and trailers from certain lessors and manufacturers upon the future termination of operating lease agreements or other arrangements with third parties at prices estimated to be not less than realisable value at the time of purchase. Where necessary a provision is made to the extent that such commitments are now estimated to exceed realisable value.

Where the commitment has been notified, the commercial vehicles and trailers are included within fixed assets at the expected cost of repurchase and the related liabilities are recognised in the statement of financial position. Fee income for future purchase undertakings is credited to profit or loss over the respective lives of such leases having regard to future assessment, inspection and other related costs.

Employee benefits

Retirement benefits

The group operates a defined contribution pension scheme, the assets of which are held separately from those of the group in funds administered by insurance companies. Contributions to the defined contribution pension scheme are charged to the profit or loss in the year to which the contributions relate.

Long-term incentive schemes

The group operates a long-term incentive scheme for certain employees. Liabilities for the scheme are recognised when the group has an obligation to make payments as a result of a past event and are measured at the present value of the obligation at the end of each reporting date. The scheme is an unfunded scheme.

Short-term benefits

Short-term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

Critical accounting judgements and key sources of estimation uncertainty

In applying the group's accounting policies, the directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The directors' judgements, estimates and assumptions are based on the best and most reliable evidence available at the time when the decisions are made and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ.

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

Critical judgements in applying the group's accounting policies

The critical judgements that the directors have made in the process of applying the group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements are discussed below.

(i) Assessing indicators of impairment

In assessing whether there have been any indicators of impairment of assets, the directors have considered both external and internal sources of information such as market conditions, counterparty credit ratings and experience of recoverability.

(ii) Classifying lease arrangements

The directors classify lease arrangements as finance leases where substantially all of the risks and rewards incidental to ownership pass to the lessee. In making this judgement the directors have considered the substance of the arrangement, taking into account various factors including; legal ownership, options to purchase the asset, the term of the lease, the useful economic life of the asset and the present value of the minimum lease payments. Arrangements which are not classified as a finance lease are classified as an operating lease.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) Determining and reassessing useful economic lives and residual values of tangible and intangible assets

The group depreciates tangible assets, and amortises intangible assets, over their estimated useful lives. In determining appropriate useful lives of assets, the directors have considered historic performance as well as future expectations for factors such as the expected usage of the asset, physical wear and tear, technical and commercial obsolescence and legal limitations on the usage of the asset such as lease terms. The actual lives of these assets can vary depending on a variety of factors, including technological innovation, product life cycles and maintenance programmes.

Judgement is applied to determine the residual values for tangible assets; particularly hire fleet, other vehicles and plant and equipment. When determining the residual values, the directors have assessed the amount that the group would currently obtain for the disposal of the asset, if it were already of the condition expected at the end of its useful economic life. At each reporting date, the directors also assess whether there have been any indicators, such as a change in how the asset is used, significant unexpected wear and tear and changes in market prices, which suggest previous estimates may differ from current expectations. Where this is the case, the residual value and/or useful life is amended and accounted for on a prospective basis.

(ii) Establishing fair value of investment properties

When the fair value of investment properties cannot be measured based on the price of a recent transaction for an identical asset or liability, their fair value is measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as market rent, vacancy rate, yield requirement and inflation. Changes in assumptions about these factors could affect the reported fair value of investment properties.

(iii) Establishing fair value of financial instruments

When the fair value of financial assets and financial liabilities cannot be measured based on quoted prices in active markets or on the price of a recent transaction for an identical asset or liability, their fair values are measured using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(iv) Recoverability of debtors

A provision for debtors is established where it is estimated that the debtors are not considered to be fully recoverable. When assessing recoverability, the directors consider factors such as the aging of the receivables, past experience of recoverability, and the credit profile of individual or groups of customers.

(v) Employee benefits – long-term incentive schemes

The group operates a long-term incentive scheme in respect of directors and certain senior employees. The group's obligation under this scheme at the reporting date is calculated using a number of assumptions including expected retention rates, achievement of annually set targets and estimated salary increases. The directors have estimated these assumptions based on historical experience and future expectations of market conditions.

Notes to the Financial Statements

for the year ended 31 December 2020

1. Revenue

Analysis by category

An analysis of turnover by category is as follows:

	2020 £'000	2019 £'000
Operating lease rental income	259,892	257,114
Sale of vehicles and equipment	8,532	12,641
	268,424	269,755

An analysis of other operating income by category is as follows:

	2020 £'000	2019 £'000
Rental income from investment properties	780	691
Royalties	136	129
Furlough income received	1,522	–
	2,438	820

Geographical analysis

The group operates in two geographic segments – the UK and the rest of Europe. The respective turnover is set out below:

	United Kingdom		Rest of Europe		Group	
	2020 £'000	2019 £'000	2020 £'000	2019 £'000	2020 £'000	2019 £'000
Turnover	242,249	245,727	26,175	24,028	268,424	269,755

2. Operating profit

	2020 £'000	2019 £'000
This is stated after charging:		
Repairs and maintenance expenditure	30,970	33,381
Depreciation of tangible fixed assets: owned assets	128,281	121,260
Operating leases: land and buildings	2,779	2,596
Operating leases: hire fleet	392	397
Auditor's remuneration:		
Fees payable to the company's auditor for the audit of the company's annual accounts	160	145
Fees payable to the company's auditor for other services to the company:		
– Other advisory services	6	41
and after crediting:		
Profit on sale of tangible fixed assets	11,817	9,777
Manufacturers' rebates	80	46
Foreign exchange gain	765	150

3. Employees

The average monthly number of employees (including executive directors and other key management personnel) was:

	2020 Number	2019 Number
Average number of employees, including executive directors, during the year:		
Management	49	56
Sales and administration staff	590	575
Drivers, engineers and others	329	360
	968	991

Their aggregate remuneration comprised:

	2020 £'000	2019 £'000
Wages and salaries	37,557	35,295
Social security costs	4,313	4,049
Pension contributions	2,686	2,758
	44,556	42,102

The pension contributions above represent amounts payable by the group to the fund. £nil have been prepaid (2019: £nil).

4. Directors' emoluments and interests, including key management personnel

	2020 £'000	2019 £'000
Directors' emoluments		
Executive remuneration and benefits	2,230	1,836
Pension contributions	31	56
Total	2,261	1,892

	2020 £'000	2019 £'000
Highest paid director		
Executive remuneration and benefits	820	666
Pension contributions	6	15
Total	826	681

The number of directors to whom benefits were accrued under money purchase pension schemes was 4 (2019: 3).

Long-term incentive scheme

The group operates a long-term incentive scheme in respect of its directors. The amounts recognised at the reporting date are as follows:

	2020 £'000	2019 £'000
Provision as at 1 January	–	–
Charged to profit and loss account	731	–
Provision as at 31 December	731	–

Notes to the Financial Statements continued

4. Directors' emoluments and interests, including key management personnel continued

Directors' interests

Throughout the year the group was controlled by trusts, the beneficiaries of which are P M Dawson and his immediate family.

P M Dawson received a dividend of £nil during the year (2019: £2,997,000). P M Dawson loaned £3,000,000 to the company in 2014 and a further £3,000,000 in 2016, both were repaid during the year. Interest was charged on this loan at 3.0% per annum. The accrued amount at 31 December 2020 was £nil (2019: £42,000). Interest of £48,000 has been charged in the year (2019: £180,000). The amount of capital outstanding at the reporting date was £nil (2019: £6,000,000).

Key management personnel

The directors of the group are considered to be the key management personnel. Details of their remuneration can be seen above.

5. Interest receivable and similar income

	2020 £'000	2019 £'000
Interest receivable on HP agreements	450	607
Income from collateralised debt agreement (note 16)	533	533
	983	1,140

6. Interest payable and similar charges

	2020 £'000	2019 £'000
Interest payable on asset finance arrangements	6,028	7,016
Interest payable on loans and borrowings	475	549
Interest payable on derivative instruments: swap arrangements	4,989	3,867
	11,492	11,432

7. Taxation

	2020		2019	
	£'000	£'000	£'000	£'000
Analysis of profit or loss charge				
Tax charge for the year:				
Corporation tax	6,582		6,643	
Overseas tax	2,570		2,142	
Adjustments in respect of prior periods	(208)		(22)	
Total current tax		8,944		8,763
Deferred tax				
Origination and reversal of timing differences	(780)		(851)	
Adjustments in respect of prior periods	191		(232)	
Total deferred tax		(589)		(1,083)
Total tax on profit on ordinary activities		8,355		7,680
Tax included in statement of total other comprehensive income				
Total tax on other comprehensive income		–		–

7. Taxation continued

Reconciliation of tax charge included in profit or loss

The UK standard rate of corporation tax for the year is 19% (2019: 19%). The actual charge for the current and the previous year differ from the standard rate for the reasons set out in the following reconciliation:

	2020 £'000	2019 £'000
Profit on ordinary activities before tax	**33,466**	37,801
Tax on profit on ordinary activities at standard rate	**6,359**	7,182
Factors affecting charge for the period:		
Expenses not deductible for tax purposes	**186**	134
Difference in tax rates	**1,231**	106
Adjustments in respect of higher/lower overseas taxes	**596**	512
Adjustments in respect of prior periods	**(17)**	(254)
Total tax	**8,355**	7,680

Factors that may affect future tax charges

On 17 March 2020, it was substantively enacted that the rate of corporation tax would remain at 19% and has therefore been considered when calculating deferred tax at the reporting date. Deferred tax balances at the reporting date are measured at 19% (2019: 17%). The UK Government announced in the 2021 budget that from 1 April 2023 the rate of corporation tax in the UK will increase from 19% to 25%. This was not substantively enacted until post year end so there is no impact on deferred tax.

Deferred tax expected to reverse in 2021 is £nil.

8. Intangible fixed assets

Group	Goodwill £'000	Negative Goodwill £'000	Total Goodwill £'000
Cost:			
As at 1 January 2020	6,090	(1,084)	5,006
Additions (note 20)	–	–	–
As at 31 December 2020	**6,090**	**(1,084)**	**5,006**
Amortisation and impairment:			
As at 1 January 2020	5,910	(664)	5,246
Charge for the year	63	(239)	(176)
As at 31 December 2020	**5,973**	**(903)**	**5,070**
Book value:			
As at 31 December 2020	**117**	**(181)**	**(64)**
As at 31 December 2019	180	(420)	(240)

The positive goodwill relating to the acquisition of Lift Truck Services Limited and PMR Holdings Limited on 31 July 2019 is being amortised over three years on a straight-line basis, that relating to the acquisition of Tectoniks Limited on 22 August 2018 is being amortised on a straight-line basis over a period of five years. The negative goodwill is being amortised in line with the disposal of the hire-fleet assets acquired as part of the acquisition of Transflex Vehicle Rental in April 2018.

Amortisation is charged within administrative expenses in the Statement of Comprehensive Income.

Company

The company does not hold any intangible assets.

Notes to the Financial Statements continued

9. Tangible fixed assets

	Freehold land and buildings £'000	Leasehold land and buildings £'000	Hire fleet £'000	Other vehicles, plant and equipment £'000	Group total £'000	Company total £'000
Cost or valuation:						
As at 1 January 2020	12,833	722	1,039,842	19,090	1,072,487	3,028
Exchange adjustment	–	38	3,408	161	3,607	–
Reclassifications	–	289	19	(308)	–	–
Additions	14,128	271	202,614	2,720	219,733	381
Tfr in from Group company	–	–	–	–	–	52
Disposals	–	–	(168,404)	(1,838)	(170,242)	(94)
As at 31 December 2020	**26,961**	**1,320**	**1,077,479**	**19,825**	**1,125,585**	**3,367**
Depreciation:						
As at 1 January 2020	406	–	392,618	10,783	403,807	2,119
Exchange adjustment	–	–	1,288	91	1,379	–
Reclassifications	–	–	1	(1)	–	–
Charge for the year	57	21	125,652	2,551	128,281	397
Tfr in from Group company	–	–	–	–	–	3
Disposals	–	–	(113,730)	(1,149)	(114,879)	(25)
As at 31 December 2020	**463**	**21**	**405,829**	**12,275**	**418,588**	**2,494**
Book value:						
As at 31 December 2020	**26,498**	**1,299**	**671,650**	**7,550**	**706,997**	**873**
As at 31 December 2019	12,427	722	647,224	8,307	668,680	909

Freehold land and buildings

Freehold land and buildings include £590,000 of capitalised interest which arose on completion of the group's Milton Keynes head office in 1991.

Included in freehold land and buildings above is an amount of £1,475,000 which relates to limestone reserves on which depreciation of £57,000 has been charged during the year. (Cumulative depreciation to date is £463,000). The directors do not consider that this requires accounting for as a separate component. The historical cost of this is £650,000.

Included within freehold property is £12,269,000 which was previously held at valuation. The directors believe that the cost model is more reasonable and relevant so, with the exception of investment property (see note 10), freehold property is all now held at cost. For those properties previously held at valuation, this valuation is now considered to be the deemed cost and is applicable from 31 December 2019, the earliest date for which it is practicable to apply it.

Company

All of the tangible fixed assets of the company comprise other vehicles, plant and equipment.

10. Investment property

Group	2020 £'000	2019 £'000
Fair value:		
As at 1 January	**21,169**	21,169
Net gains on fair value adjustments	**4,226**	–
As at 31 December	**25,395**	21,169

The comparable amounts, as determined using historical cost accounting requirements were: cost of £17,959,000 (2019: £17,959,000) and accumulated depreciation of £1,867,000 (2019: £1,803,000). Included in investment property above is £22,038,000 (2019: £17,812,000) relating to investment property in an agricultural estate purchased in 2008. The historic cost of this investment property was £13,888,000.

The fair values of the investment properties were determined as at 31 December 2016 by an independent external valuer, holding a professional qualification with the Royal Institute of Chartered Surveyors and having experience in the locations and classes of the investment properties valued. Investment properties were valued using assumptions made by the valuer, namely with regard to market evidence as indicated by sales of comparable properties and the valuer's knowledge and experience of the property market. During 2020 one of the investment properties underwent an independent valuation on the same basis and was revalued accordingly. The directors are not aware of any material change in values of the remaining investment properties since the 2016 valuation and therefore the fair values of these investment properties have not been adjusted.

There are no restrictions on the realisability of investment property or the remittance of any income or proceeds on disposal. The company does not have any contractual obligations to purchase, construct or develop investment property for repairs, maintenance or enhancements.

Company
The company does not hold any investment property.

11. Investment in subsidiary undertakings

	2020 £'000	2019 £'000
Cost or valuation:		
As at 1 January	**49,111**	49,111
Additions	**82**	–
As at 31 December	**49,193**	49,111

This represents the investment by Dawsongroup plc in the entire issued ordinary share capital of its subsidiary undertakings, all of which are incorporated and operate within the United Kingdom except for Dawsongroup Global AG which was established in Switzerland during the year:

Subsidiary undertaking	Principal activity
Alexena Limited	Property and investment.
Dawsongroup UK Limited	Holding company of United Kingdom trading subsidiary undertakings.
Dawsongroup International Limited	Holding company of overseas subsidiary undertakings.
Praedium Property Limited	Property.
Dawsongroup Global AG	Hire and sale of temperature-controlled products.

Notes to the Financial Statements continued

11. Investment in subsidiary undertakings continued

The following companies were the trading subsidiary undertakings held indirectly by Dawsongroup plc during the year ended 31 December 2020:

Subsidiary	Country of operation and incorporation	Principal activity
Dawsongroup Truck and Trailer Limited	United Kingdom	Hire of commercial vehicles and trailers.
Dawsongroup Bus and Coach Limited	United Kingdom	Hire of buses and coaches.
Dawsongroup Vans Limited	United Kingdom	Hire of commercial vans.
Dawsongroup Material Handling Limited	United Kingdom	Hire of material handling.
Lift Truck Services Limited	United Kingdom	Hire of material handling.
PMR Holdings Limited	United Kingdom	Property and holding company.
Dawsongroup Sweepers Limited	United Kingdom	Hire of sweepers.
Dawsongroup Temperature Control Solutions Limited	United Kingdom	Hire of temperature-controlled products.
Tectoniks Limited	United Kingdom	Manufacturer of inflatable products.
Dawsongroup Portable Cold Rooms Limited	United Kingdom	Property.
D.G. Finance Limited	United Kingdom	Vehicle finance.
Dawsongroup Finance Limited	United Kingdom	Finance specialists.
Ventura Rental Limited	United Kingdom	Buying and selling of fixed assets.
Dawson Road Limited	United Kingdom	Group property.
OSD Limited	United Kingdom	Group property.
Dawsongroup International BV	The Netherlands	Overseas holding company.
Thermobil Mobile Kühllager GmbH	Germany	Hire of temperature-controlled products.
Modulfroid Service SARL	France	Hire of temperature-controlled products.
Dawsongroup Benelux BV	The Netherlands	Hire of temperature-controlled products.
Dawsongroup Polska Sp. z o.o.	Poland	Hire of temperature-controlled products.
Dawsongroup TCS Ireland Limited	Ireland	Hire of temperature-controlled products.
Dawsongroup TCS Iberica S.L.	Spain	Hire of temperature-controlled products.

The registered office address for all UK entities is Delaware Drive, Tongwell, Milton Keynes MK15 8JH, with the exception of Tectoniks Limited whose registered office is Unit 1 Kinton Business Park, Nesscliffe, Shrewsbury, SY4 1AZ. The overseas registered offices are the same as their place of business as shown in the business directory on page 46.

All investments represent 100% of the issued ordinary share capital. 100% of the voting rights in each subsidiary undertaking are held ultimately by Dawsongroup plc.

12. Trade and other debtors

	2020 Group £'000	2020 Company £'000	2019 Group £'000	2019 Company £'000
Due within one year				
Trade debtors	28,415	22	25,864	42
Amounts receivable under finance lease	2,463	–	2,046	–
Other debtors	10,548	2,757	9,597	999
Prepayments	5,152	340	5,692	286
Tax recoverable	258	6,601	30	2,534
Loans receivable from subsidiary undertakings	–	73,419	–	70,758
Amounts owed by subsidiary undertakings	–	17,145	–	10,070
	46,836	100,284	43,229	84,689
Due after one year				
Amounts receivable under finance leases	2,584	–	1,810	–
	49,420	100,284	45,039	84,689

Included in other debtors are derivative financial instruments of £nil (2019: £1,281,000). (Note 16).

Loans receivable from subsidiary undertakings are unsecured, repayable on demand and earn interest at 0.25% below base rate (or 0% when this would be negative). All other amounts owed to subsidiary undertakings are unsecured and repayable on demand.

13. Cash and cash equivalents

	2020 Group £'000	2020 Company £'000	2019 Group £'000	2019 Company £'000
Investments – short-term deposits				
Unrestricted	25	–	25	–
Restricted	46,000	46,000	41,690	41,690
Cash at bank and in hand	4,945	227	15,415	855
Total cash and cash equivalents	50,970	46,227	57,130	42,545
Less: restricted	(46,000)	(46,000)	(41,690)	(41,690)
Total unrestricted cash and cash equivalents	4,970	227	15,440	855

Amounts available for use by the group

At the reporting date, £46,000,000 (2019: £41,690,000) of short-term deposit investments is not available for use by the group as it is held on deposit as collateral in respect of the collateralised debt agreement (note 16).

Short-term deposit investments are subject to variable rates of interest, principally linked to LIBOR. The weighted average interest rate earned during the year was 0.2% (2019: 0.7%).

Cash at bank and in hand are subject to variable rates of interest, principally linked to LIBOR. The weighted average interest rate earned during the year was nil% (2019: nil%).

Notes to the Financial Statements continued

14. Borrowings

Group

	Due within one year £'000	Due after more than one year £'000	2020 Total £'000	Due within one year £'000	Due after more than one year £'000	2019 Total £'000
Bank overdrafts	16,599	–	16,599	12,138	–	12,138
Bank loan	1,329	4,024	5,353	10	76	86
Asset finance arrangements	144,765	186,826	331,591	151,632	171,991	323,623
	162,693	190,850	353,543	163,780	172,067	335,847

The group has no committed borrowing facilities.

Asset finance arrangements

Asset finance arrangements comprise hire purchase, finance lease and other similar funding effectively secured on specific underlying hire fleet assets. These are all repayable by instalments as follows:

	2020 Total £'000	2019 Total £'000
Within one year	144,765	151,632
Between one and two years	89,992	85,181
Between two and five years	90,548	83,044
After more than five years	6,286	3,766
	331,591	323,623

Foreign currency asset finance arrangements principally comprise Euro aligned currencies.

The interest rate profile of these arrangements is as follows:

	2020 Total £'000	2019 Total £'000
Variable rate	325,402	323,623
Fixed rate	6,189	–
	331,591	323,623

14. Borrowings continued

Bank loans and mortgages

In December 2020 Alexena Limited, a fully owned subsidiary of Dawsongroup plc, was advanced a mortgage of £5,275,000 by HSBC Bank at a variable rate of 2.15% over base secured over one of its properties. The below figures also include a mortgage held by PMR Holdings Limited, a fully owned indirect subsidiary of Dawsongroup plc, secured over its property. The mortgages are repayable by instalments as follows:

	2020 Total £'000	2019 Total £'000
Within one year	1,329	10
Between one and two years	1,329	10
Between two and five years	2,667	30
After more than five years	28	36
	5,353	86

Company

	Due within one year £'000	Due after more than one year £'000	2020 Total £'000	Due within one year £'000	Due after more than one year £'000	2019 Total £'000
Bank overdrafts	17,834	–	17,834	12,595	–	12,595
	17,834	–	17,834	12,595	–	12,595

Bank overdrafts attract interest at a rate of 2.5% (2019: 2.5%) and are repayable on demand.

15. Trade and other creditors

	2020		2019	
	Group £'000	Company £'000	Group £'000	Company £'000
Due within one year				
Trade creditors	43,917	60	48,742	75
Accruals	27,013	7,996	25,136	5,465
Other creditors	–	–	5,750	5,750
Tax payable	1,011	–	4,373	–
Deferred income	533	533	533	533
Other tax and social security	1,799	161	1,813	149
Deposits payable to subsidiary undertakings	–	60,559	–	49,313
Derivative financial instruments (note 16)	56,418	–	46,539	–
	130,691	69,309	132,886	61,285
Due after one year				
Deferred income	5,698	5,698	6,233	6,233
Other creditors	551	–	544	–
	6,249	5,698	6,777	6,233

Deposits payable to subsidiary undertakings are unsecured, repayable on demand and incur interest at 1% (2019: 1%) above base rate.

Notes to the Financial Statements continued

16. Derivative financial instruments

The group's exposure to variable rate borrowings is hedged by the use of interest rate swaps under which the group pays interest at the following average fixed rates and receives interest at the prevailing relevant 3 and 6 month LIBOR rates.

	2020		2019	
	Total £'000	Average rate %	Total £'000	Average rate %
Period to expiry:				
Within one year	120,000	4.3	120,000	4.3
After more than five years	80,000	0.8	80,000	0.8
	200,000	2.9	200,000	2.9

The fair value of the interest rate swaps is as follows:

	2020 £'000
Fair value at 1 January 2020	45,258
Loss arising on fair value of interest rate swaps	11,160
Fair value at 31 December 2020	56,418

The fair value of the interest rate swaps has been estimated using valuation techniques that use market and non-market inputs to estimate the expected discounted cash flows as determined by the issuer of the derivative contract.

In 2015, the group entered into a collateralised debt agreement with the Royal Bank of Scotland ("RBS"), the interest rate swap counterparty, to partially offset the group's liability payable upon settlement of certain derivative contracts. The swap was novated to HSBC during 2019. As part of the original agreement, £9,220,000 was deposited to the group which is subject to certain conditions over the remaining term of the derivative contracts. The deposit has been recognised within deferred income (note 15) and is being recognised as income over the remaining term of the agreement (note 5).

17. Provisions for liabilities and charges

	2020 Group £'000	2020 Company £'000	2019 Group £'000	2019 Company £'000
Employee benefits	4,951	1,410	3,368	543
Deferred tax	10,551	–	11,095	–
Other provisions	966	–	1,682	–
	16,468	1,410	16,145	543

Employee benefits	2020 Group £'000	2020 Company £'000	2019 Group £'000	2019 Company £'000
Long-term incentive schemes	4,951	1,410	3,368	543
	4,951	1,410	3,368	543

The provision for long-term incentive schemes at 31 December 2020 was £731,000 (2019: £nil) in respect of the directors' long-term service bonus scheme (note 4) and £4,220,000 (2019: £3,368,000) relating to schemes in place for other employees.

Deferred tax	2020 Group £'000	2020 Company £'000	2019 Group £'000	2019 Company £'000
Accelerated capital allowances	22,043	–	19,796	–
Other timing differences	(1,543)	–	(977)	–
Derivative instruments held at fair value	(9,949)	–	(7,724)	–
Provision for deferred tax	10,551	–	11,095	–
Deferred tax asset	(11,492)	–	(8,701)	–
Deferred tax liability	22,043	–	19,796	–
Net deferred tax liability	10,551	–	11,095	–

The net deferred tax asset/liability expected to reverse in 2021 is £nil.

Other provisions	2020 Group £'000	2020 Company £'000	2019 Group £'000	2019 Company £'000
Future contractual liabilities	966	–	1,682	–
	966	–	1,682	–

Notes to the Financial Statements continued

17. Provisions for liabilities and charges continued

Reconciliation of movements in the year

	Employee benefits £'000	Deferred tax £'000	Other provisions £'000	Total £ '000
Group				
As at 1 January 2020	3,368	11,095	1,682	16,145
Charged/(credited) to profit or loss	2,067	(589)	(396)	1,082
Utilised in the year	(500)	–	(321)	(821)
Exchange adjustment	16	45	1	62
As at 31 December 2020	**4,951**	**10,551**	**966**	**16,468**

	Employee benefits £'000
Company	
As at 1 January 2020	543
Charged to profit or loss	892
Utilised in the year	(25)
As at 31 December 2020	**1,410**

18. Called up share capital

	2020 Number	2020 £'000	2019 Number	2019 £'000
Authorised				
Ordinary shares of 25p each	**51,000,000**	**12,750**	51,000,000	12,750
Allotted, issued and fully paid				
Ordinary shares of 25p each	**32,228,962**	**8,057**	32,228,962	8,057

The ordinary shares carry one voting right per share and no right to fixed income.

19. Dividends

	2020 p per share	2019 p per share	2020 £'000	2019 £'000
Ordinary shares:				
First interim paid	**–**	9.3	**–**	2,997
	–	9.3	**–**	2,997

20. Operating lease commitments

The group as lessee

The group had outstanding commitments for future minimum lease payments under non-cancellable operating leases as at the reporting date as follows:

	2020		2019	
	Hire fleet £'000	Land and buildings £'000	Hire fleet £'000	Land and buildings £'000
Not later than one year	276	1,717	370	1,728
Later than one year not later than five years	6	2,796	267	3,266
Later than five years	–	205	–	457
Total future minimum lease payments	282	4,718	637	5,451

The group as lessor

The group leases hire fleet, other vehicles, plant and equipment and land and buildings to third parties. The future minimum lease payments receivable under those non-cancellable leases are as follows:

	2020		2019	
	Hire fleet £'000	Land and buildings £'000	Hire fleet £'000	Land and buildings £'000
Not later than one year	90,056	387	86,210	381
Later than one year not later than five years	120,486	1,510	106,756	1,503
Later than five years	5,536	2,710	6,876	3,353
Total future minimum lease payments	216,078	4,607	199,842	5,237

The above table excludes expired contracts and those contracts that are transient in nature. These are all for less than one year.

The company as lessee

The company had outstanding commitments for future minimum lease payments under non-cancellable operating leases as at the reporting date as follows:

	2020 Land and buildings £'000	2019 Land and buildings £'000
Not later than one year	327	327
Later than one year not later than five years	1,309	1,309
Later than five years	1,527	1,855
Total future minimum lease payments	3,163	3,491

Notes to the Financial Statements continued

21. Capital commitments

Future capital expenditure	2020 £'000	2019 £'000
Outstanding contracts for capital expenditure	92,857	74,061

Future purchase undertakings

As part of its trade, the group has undertaken to purchase commercial vehicles and trailers from certain lessors and manufacturers upon the future termination of operating lease agreements or other arrangements with third parties at prices estimated to be not less than realisable value at the time of purchase. At 31 December 2020 the maturity periods and maximum amount of these undertakings were:

	2020 £'000	2019 £'000
Not later than one year	–	–
Between two and five years	4,259	4,236
Later than five years	2,163	1,504
Total future purchase undertakings	6,422	5,740

22. Contingent liabilities

Group

The group entered into a collateralised debt agreement with the Royal Bank of Scotland ("RBS") to reduce the group's liability payable upon settlement of certain derivative contracts (note 16). This was novated to HSBC in 2019. The deposit of £9,220,000 received as part of the original agreement is subject to certain conditions during the remaining term of the derivative contracts. The group consider that these conditions will be met.

Company

The company has given guarantees in respect of certain financial obligations of its subsidiary undertakings in the normal course of business. At 31 December 2020 these obligations amounted to £335,710,000 (2019: £323,252,000).

The company has entered into a cross guarantee with various other group companies to secure their banking facilities.

23. Related party transactions

Advantage has been taken of the exemption conferred by Section 33 *Related Party Disclosures* not to disclose transactions with subsidiary undertakings 100% of whose voting rights are controlled within the group.

Five Year Record

	2020 £'000	2019 £'000	2018 £'000	2017 £'000	2016 £'000
Turnover	268,424	269,755	236,152	215,345	206,027
Operating profit before exceptional items	50,909	50,544	48,244	44,830	46,522
Gains/(losses) on revaluation of investment properties	4,226	–	–	–	2,603
Exceptional items	–	–	–	–	–
Profit on ordinary activities before interest and fair value of derivatives	55,135	50,544	48,244	44,830	49,125
Net interest payable	10,508	10,292	9,543	10,577	17,341
Profit before tax and fair value of derivatives	44,627	40,252	38,701	34,253	31,784
Release of fair value provision on settlement of swaps	–	–	–	–	36,506
Termination fee on cancellation of swaps	–	–	–	–	(16,506)
(Losses)/gains on fair value of derivatives	(11,161)	(2,451)	4,957	5,437	(12,047)
Profit before tax	33,466	37,801	43,658	39,690	39,737
Intangible fixed assets	(64)	(240)	(735)	–	–
Tangible fixed assets	706,997	668,680	614,818	517,495	514,895
Investment property	25,395	21,169	21,169	21,169	21,169
Net liabilities (excluding cash and borrowings)	(28,463)	(47,659)	(29,012)	(28,726)	(39,929)
Provisions for liabilities and charges	(16,468)	(16,145)	(17,588)	(14,403)	(15,657)
Net assets employed	687,397	625,805	588,652	495,535	480,478
Share capital	8,057	8,057	8,057	8,057	8,057
Reserves	320,348	293,773	269,109	237,265	204,123
Shareholders' funds	328,405	301,830	277,166	245,322	212,180
Net borrowings	302,574	278,717	268,679	202,449	215,097
Derivatives	56,418	45,258	42,807	47,764	53,201
Capital employed	687,397	625,805	588,652	495,535	480,478
Operating profit before exceptional items as a percentage of:					
Turnover	19.0%	18.7%	20.4%	20.8%	22.6%
Average capital employed	7.8%	8.3%	8.9%	9.2%	9.7%
Borrowing ratio	92%	92%	97%	83%	101%
Average number of employees	968	991	914	797	769
Turnover per employee (£)	277,297	272,205	258,372	270,195	267,916
Operating profit per employee (£)	52,591	51,003	52,784	56,249	60,496

Business Directory

UK business centres

(supported by a branch network of 33 locations)

Dawsongroup Truck and Trailer Limited
Delaware Drive
Tongwell
Milton Keynes MK15 8JH
Tel: 01908 218111
Email:
contactus@dawsongroup.co.uk

Used vehicle disposals division

Dawsondirect
Delaware Drive
Tongwell
Milton Keynes MK15 8JH
Tel: 01908 218111
Email:
contactus@dawsongroup.co.uk

Dawsongroup Bus and Coach Limited
Delaware Drive
Tongwell
Milton Keynes MK15 8JH
Tel: 01908 218111
Email:
contactus@dawsongroup.co.uk

Used bus and coach disposals division

Ventura
Wharley Road
Cranfield, Milton Keynes
MK43 0AW
Tel: 01908 218111
Email:
contactus@venturasales.co.uk

Dawsongroup Material Handling Limited
Aberford Road
Garforth
Leeds LS25 2ET
Tel: 01132 874874
Email:
contactus@dawsongroup.co.uk

Lift Truck Services Limited
Unit 1C Old Park Industrial Estate
Old Park Road
Wednesbury
WS10 9LR
Tel: 0121 502 3455
Email:
contactus@dawsongroup.co.uk

Dawsongroup Sweepers Limited
Municipal House
Armytage Road
Brighouse HD6 1PT
Tel: 01484 400111
Email:
contactus@dawsongroup.co.uk

Dawsongroup Temperature Control Solutions Limited
Fulwood Industrial Estate
Sutton-in-Ashfield
Nottinghamshire NG17 6AF
Tel: 01623 516666
Email: info@dgtcs.co.uk

Dawsongroup Vans Limited
Dawson Road
Mount Farm
Milton Keynes
Buckinghamshire
MK1 1JN
Tel: 01908 335177
Email:
contactus@dawsongroup.co.uk

Used van disposals division

Van Ninja
Dawson Road
Mount Farm
Milton Keynes
Buckinghamshire
MK1 1JN
Tel: 0844 8003004
Email: info@vanninja.co.uk

Dawsongroup Finance Limited
21 Headlands Business Park
Ringwood BH24 3PB
Tel: 01425 474070
Email:
contactus@dawsongroup.co.uk

Tectoniks Limited
Unit 1 Kinton Business Park
Nesscliffe
Shrewsbury
Shropshire
SY4 1AZ
Tel: 01743 741199
Email: info@tectoniks.com

Overseas business centres

France

Modulfroid Service SARL
1 rue Lenôtre
BP 636
95196 Goussainville Cedex
Paris
France
Tel: 00 33 1 39 88 63 00
Email: info@modulfroid.fr

Germany

Thermobil Mobile Kühllager GmbH
Otto-Schott Str. 30
D-41542 Dormagen
Germany
Tel: 00 49 2133 50640
Email: info@thermobil.de

Benelux

Dawsongroup Benelux BV
Conradstraat18, unit E6, 179
3013 AP Rotterdam
The Netherlands
Tel: 00 31 10 495 2955 (Netherlands)
Tel: 00 32 78 151 605 (Belgium)
Email: info@dawsongroup.nl
Email: info@dawsongroup.be

Ireland

Dawsongroup TCS Ireland Limited
Unit JB, Beech Avenue
Naas Enterprise Park
Newhall, Naas
County Kildare
Ireland
Tel: 00 353 45 44 88 10
Email: contactus@dawsongroup.ie

Poland

Dawsongroup Polska Sp. z o.o.
ul. Marywilska 34 A
03-228
Warszawa
Poland
Tel: 00 48 22 877 4115
Email: info@dawsongroup.pl

Spain

Dawsongroup TCS Ibérica S.L.
Passeig del Rengle 5,3ra Mar
08302 Mataró
Barcelona
Spain
Tel: 0034 93 015 35 14
Email: info@dawsongroup.es

Dawsongroup plc
Delaware Drive
Tongwell
Milton Keynes, MK15 8JH

T 01908 218111
E contactus@dawsongroup.co.uk
W dawsongroup.co.uk

Registered number 1902154