Northern Bear

Annual Report and Financial Statements 2019

Main Board

Executive Directors

Graham Jennings
Managing Director

Steve Roberts
Executive Chairman

Tom Hayes
Finance Director

Keith Soulsby
Director

Non Executive Directors

Howard Gold
Non Executive Director

Ian McLean
Non Executive Director

St. John's College, Learning Resource Centre, Durham – Northern Bear Building Services Ltd

Managing Directors of Subsidiary Companies

Keith Muldoon
Managing Director
Springs Roofing Ltd

John Gilstin
Managing Director
Isoler Ltd

Martin Briggs
Managing Director
Jennings Roofing Ltd

Neil Jukes
Managing Director
Northern Bear Building Services Ltd and MGM Ltd

Jason Harrison
Managing Director
Northern Bear Safety Ltd

Alan Chapman
Heritage Director
Matthew Charlton Slaters
A subsidiary of Wensley Roofing Ltd

Keith Soulsby
Joint
Managing Director
Wensley Roofing Ltd

Steven Luke
Joint
Managing Director
Wensley Roofing Ltd

Dominic Brogan
Joint
Managing Director
H Peel & Sons Ltd

Andrew Pollock
Joint
Managing Director
H Peel & Sons Ltd

Front cover – St. John's College, Learning Resource Centre, Durham – Northern Bear Building Services Ltd
Beach Road, South Shields – Springs Roofing Ltd

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Northern Bear plc Head Office

Northern Bear plc Annual Golf day at Ramside Hall in Durham in aid of St Oswald's Hospice

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Leeds
LS2 8NZ

Legal advisors
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5 Osborne Terrace
Jesmond
Newcastle upon Tyne
NE2 1SQ

Nominated advisor and Broker
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Registered office
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Newcastle upon Tyne
NE20 9SJ

Durton Lane, Bolton – Jennings Roofing Ltd

Mariners Point, North Shields – MGM Ltd

Chairman's statement

Introduction

I am pleased to report the results for the year to 31 March 2019 for Northern Bear and its subsidiaries (together, the "Group").

The Group's companies have delivered another excellent set of trading results, with turnover and earnings per share ahead of what we had considered to be very strong prior year results.

Trading

The Group reported an outstanding set of results for the six months ended 30 September 2018 ("H1 FY19") with particularly strong trading in our Roofing and Specialist Building Services divisions.

Trading was more mixed over the winter period and we released a trading update in March 2019 stating that we expected operating profit for the year (stated prior to amortisation and other adjustments) to be broadly in line with the prior year. I am pleased to say that, in fact, we had a strong finish to the year, particularly in our Roofing division, where a number of contracts completed in March. This has contributed to trading for the six months to 31 March 2019 ("H2 FY19") being in line with trading for the six months ended 31 March 2018. We are, hence, reporting adjusted operating profit slightly ahead of our already very strong prior year results.

We received a number of comments following our March 2019 trading update. As such, I thought it worthwhile to expand a little on the fact that levels of profitability within the Group are very difficult to predict.

Trading for the companies in our Group is impacted by seasonal, cyclical, political and other factors, sometimes in an unexpected manner. This means that like-for-like company results will vary on a monthly, semi-annual, and annual basis. Having a portfolio of eleven businesses does help balance, to some extent, this variability in profits but it will always be a factor in our overall performance in any given period.

Karbon Homes, Morpeth – Wensley Roofing Ltd

Fun Run by Northern Bear Staff in aid of St Oswald's Hospice

By way of example, we had a very mild winter in 2018/19 and the natural assumption would be that profitability in our divisions should increase. Unfortunately, this is not always the case in our business. Several clients insisted on longer than usual close-down periods in December 2018 and January 2019. This had a significant effect on the Roofing division in those months.

To further emphasise the point regarding the timing of contracts, whilst continuing to have a strong order book across the entire Group, we experienced a slow first quarter in the new financial year due to a number of contract delays arising from matters which were beyond our control. The majority of these contracts have now commenced and trading should be much stronger in the second quarter.

Roofing

Our Roofing division performed ahead of our expectations and of prior year results, during the year and particularly in H2 FY19, with a number of major contracts delivered. During the year we made enforced major changes to our roofing supply base in order to improve both consistency of supply and contract pricing. I am pleased to say that there was a seamless transition, which supported the excellent results for this division. It did, however, have a negative impact on working capital, although cash generation has remained strong.

Specialist Building Services

Our Specialist Building Services division traded ahead of prior year results during H1 FY19, but behind prior year in H2 FY19.

Isoler Limited ("Isoler"), our fire protection business, has had an exceptional year on the back of some significant contracts being secured and generally increased industry activity levels. The strong performance should continue into future years as this niche sector remains buoyant.


Ashville College Sixth Form, Harrogate – H Peel & Sons Ltd

Chairman's statement *(continued)*

Trading *(continued)*

By contrast H Peel & Sons Limited ("H Peel"), which we acquired in July 2017, traded well in H1 FY19 but had a very disappointing H2 FY19 with a number of contract delays and what we perceive to be reduced industry activity impacted by uncertainty over the Brexit process. We were aware that H Peel's results can vary year to year and the acquisition was structured such that an element of consideration was contingent on future trading. Accordingly, £0.3m of the consideration due in July 2019 will not be payable and has been adjusted via the Consolidated Statement of Comprehensive Income.

We remain confident that H Peel is a high quality business and expect that it will continue to make positive contributions to the Group's results in future years.

Materials Handling

We have previously reported on the retirements of the original Joint Managing Directors of A1 Industrial Trucks Limited ("A1"). Following a transitional period with an interim appointment, we appointed Stuart Dawson as Managing Director in December 2018. We are pleased to report an improvement in profitability in H2 FY19 relative to the performance in H2 FY18.

Overall Trading

Overall turnover increased to £56.6 million (2018: £53.6 million) and gross profit increased to £11.9 million (2018: £10.5 million). I am pleased to say that gross margin increased to 21.1% from 19.6% in the prior year, due to sales mix, in particular growth in higher margin specialist building works.

Administrative expenses increased to £8.7 million (2018: £7.5 million). This was due to a number of factors, including both increased activity levels and a full year's trading for H Peel, which was acquired during the prior period.

The main factor impacting administrative expenses was remuneration across our trading companies. All of our subsidiary Managing Directors are paid via a combination of salary and bonus payments. The bonus is payable based on a percentage of profits achieved in excess of targets, set some years ago, which increase annually. This was, and still is, intended to incentivise our key people to be entrepreneurial and to grow their companies over time, while providing some downside protection for the Group in the event of a bad year. The

Broughton Hall, Skipton – H Peel & Sons Ltd

higher trading levels at certain companies within the Group, particularly in the Roofing division and at Isoler, resulted in increased bonus payments relative to the prior year. Total remuneration for main board directors was in line with the prior year.

As in the prior year, we presented amortisation and certain other adjustments separately within the Consolidated Statement of Comprehensive Income, in addition to an adjusted earnings per share calculation in the notes to the accounts, in order to provide an indication of underlying trading performance.

Operating profit before amortisation and other adjustments was £3.2 million (2018: £3.1 million). After taking these adjustments into account, operating profit was £3.3 million (2018: £2.8 million). This is largely due to the write-back of deferred consideration, in the current year, and transaction costs incurred in the prior year.

We have also presented adjusted earnings per share for the year, the calculation for which is included later in this document. Adjusted basic earnings per share was 13.5p (2018: 12.5p). Reported basic earnings per share was 14.0p (2018: 10.9p).

Cash flow and bank facilities

The Group had a net cash position (defined as cash balances less revolving credit facility) of £2.0 million at 31 March 2019 (2018: £0.8 million net bank debt). Cash generated from operations during the year was £5.1 million (2018: £1.4 million).

As I reported in the interim results, it must be stressed that while operating cash generation in the year was outstanding, this represents a snapshot at a particular point in time and our net cash/bank debt position can move by up to £1.5 million in a matter of days, given the nature, size and variety of contracts that we work on and the related working capital balances.

The lowest position during the period was £1.8 million net bank debt, the highest was £2.0 million net cash, and the average was £0.3 million net bank debt. Hence, the year end position reflected some favourable working capital swings and to an extent would be expected to reverse post year-end.

The Group's working capital requirements will continue to vary depending on the ongoing customer and contract mix. I believe that the Group's results, when considered over periods of more than one year, have demonstrated a strong ratio of profit to operating cash generation.

Lancaster Club, Oldham – Jennings Roofing Ltd

Chairman's statement

(continued)

Cash flow and bank facilities

(continued)

We retain a £3.5 million revolving credit facility and £1.0 million overdraft facility with Yorkshire Bank. These facilities provide us with the flexibility to accommodate the above working capital swings, as well as to support a wider range of options for capital allocation and the ability to move quickly should a suitable acquisition opportunity present itself.

Dividend policy

In view of the continued strong trading performance of the Group, I am pleased to announce that the Board proposes the payment of an increased final dividend of 3.25p per share (2018: 3.0p per share) for the year ended 31 March 2019. This is subject to shareholder approval at the Annual General Meeting to be held on 19 August 2019. If approved, it will be payable on 30 August 2019 to shareholders on the register at 9 August 2019.

Due to the fact that financial performance in the year exceeded prior year results, we have also decided to distribute funds which are surplus to our strategic requirements. Accordingly, we are announcing a proposed special dividend of 0.75p per share (2018: 1.0p per share), which is also subject to shareholder approval and payable as above.

The Board will continue to assess the dividend levels and our intention remains to adjust future dividends in line with the Group's relative performance, after taking into account the Group's available cash, working capital requirements, corporate opportunities, debt obligations and the macro-economic environment at the relevant time. However, I would point out that, having spent many years of paying down bank debt, our flexible bank facilities and in the absence of not using the cash for other strategic purposes, we are well placed to continue with our policy of paying dividends in years even in the event that profitability falls below current and prior year levels.

We do not intend to pay further special dividends if trading continues at current levels, and would only consider doing so should profitability increase further.

Outlook

The Group continues to hold a high level of committed orders although, as stated in the Trading section, we have limited short term visibility as to when these orders will be realised.

Despite the slower first quarter referred to above, the medium and longer term outlook for the financial year remain good and we are hopeful of another strong set of full year results. We will provide a further update on trading and outlook via the interim report for the six months to September 2019.

Strategy

We continue to seek acquisitions of established specialist building services businesses, either in the same or complementary sectors to our current operations. Our main criteria are that a business is well-established in its sector, has a consistent track record of profitability and cash generation and has a strong management team who are committed to remaining with the business. Any potential acquisition would, in addition, need to be earnings accretive and provide an acceptable return on investment.

We have recently engaged an advisor to support us in identifying business owners looking to realise equity while securing the long term future of the business and employees. This has resulted in a significant improvement in the quality of our acquisition pipeline as we have sought to avoid companies being sold via an auction process. We will continue to exercise caution in this area and, as with H Peel, any acquisitions will be structured to protect our downside in the event that trading is below expectations.

People

We have recently included a news feed on our website, in order to provide updates on operational progress that would not need to be released via RNS. This would include details of ongoing projects and any changes to subsidiary management teams. Succession planning remains an ongoing focus for us and a programme of succession planning is in place for all of our subsidiary businesses.

As always, our loyal, dedicated and skilled workforce is a key part of our success and we make every effort to support them through continued training and health and safety compliance.

Conclusion

I am delighted to be able to report another excellent set of results and I would, once more, like to thank all our employees for their hard work and contribution.

Steve Roberts
Executive Chairman 22 July 2019

A1 Industrial Trucks Ltd

Ashville College Sixth Form, Harrogate – H Peel & Sons Ltd

High Point View Apartment, Whitley Bay – Northern Bear Building Services Ltd

Strategic report

The directors present their Strategic Report for Northern Bear plc (the Company and its subsidiaries, together "the Group") for the year ended 31 March 2019.

REVIEW AND ANALYSIS OF THE BUSINESS DURING THE CURRENT YEAR

Principal Activities

There have not been any significant changes in the Group's principal activities set out in the Directors' Report in the year under review. The directors are not aware, at the date of this report, of any likely major changes in the Group's principal activities in the year. The subsidiary undertakings of the Group are listed in note 14 of the notes to the financial statements.

Objective and strategy

Having established the Group via an acquisition strategy and subsequently restructured operations during the economic downturn through the disposal of non-core businesses, the Group now has an established portfolio of mature businesses wholly focused on the support services sector.

During the prior year the Group acquired H. Peel & Sons (Holdings) Limited, and its wholly owned trading subsidiary H Peel & Sons Limited, an interiors and fit out business based in Dewsbury, West Yorkshire. This business met the Group's acquisition criteria of being a well established, consistently profitable and cash generative building services company with a management team committed to remaining with the business. Further information is provided in note 25 to the financial statements.

The directors believe that opportunities for growth exist through both providing new services to the existing, long established customer base, and also through further bolt on acquisitions where appropriate.

Key performance indicators

The Group uses a number of financial key performance indicators to measure performance and these are communicated to the Board of Directors through monthly reports.

The primary financial measurements, as identified and discussed in the Chairman's Statement, are:

- Revenue £56.6 million (2018: £53.6 million)
- Gross margin 21.1% (2018: 19.6%)
- Operating profit £3.3 million (2018: £2.8 million)
- Cash generated from operations £5.1 million (2018: £1.4 million)

The primary non-financial key performance indicators relate to three Health & Safety areas in our businesses which are site activities, documentation, and environmental. Site inspections are held on a regular basis by our Health & Safety business (Northern Bear Safety) which assess the effectiveness of each company in these areas. Following these inspections a report is prepared and should any issues be identified they would immediately be brought to the Board's attention for appropriate action as and when required.

The Board considers that the key performance indicators used are an effective system tailored specifically to the demands of the sector.

Financial performance and position

Commentary on financial performance during the year and financial position at the reporting date is included in the Chairman's Statement.

Statement on risks relating to the Group's business

The nature of the building services industry means that the Group is subject to a number of risk factors. Some of these factors apply to the building services industry generally, while others are specific to the Group's activities within that market.

Sector demand

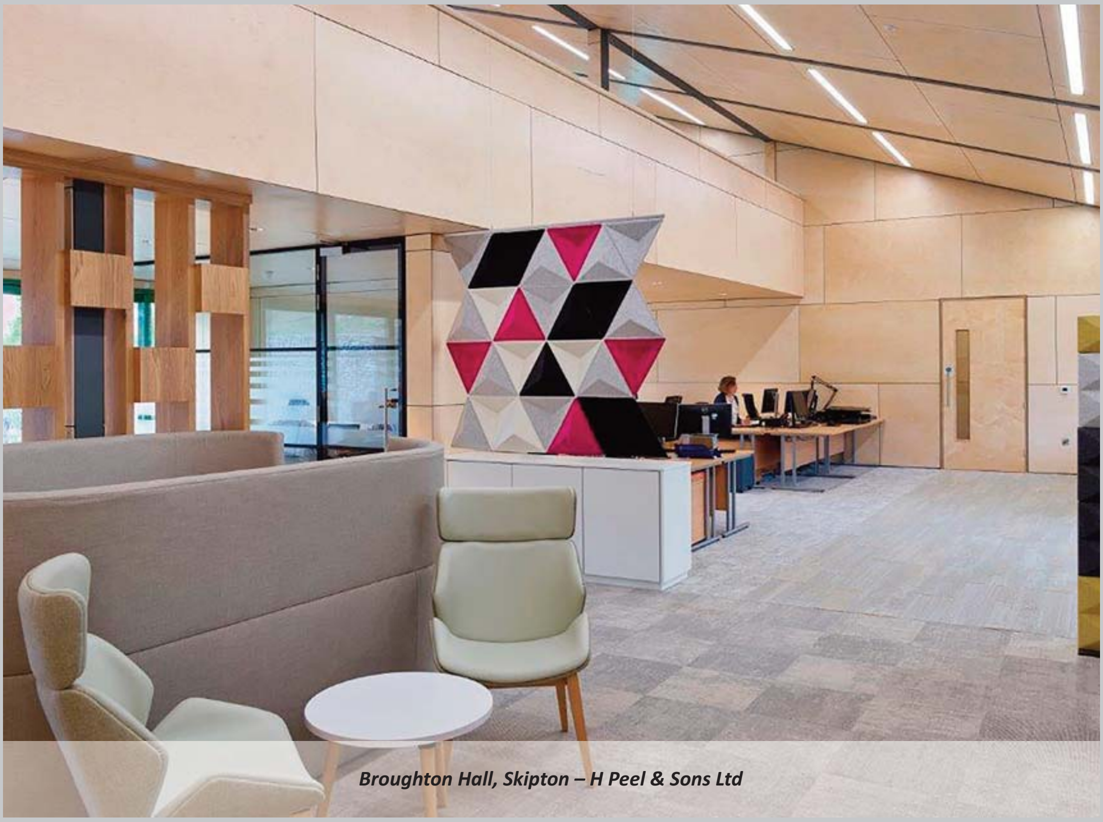
The Group currently consists of eleven businesses which operate in three main segments of the support services sector of the economy. The Group is therefore exposed to varying activity levels within these diverse industries. The exposure of the Group to the new house build sector is a relatively small part of Group turnover; our exposure to public sector markets is greater. Consequently, any sustained material reduction in Government expenditure programmes will have an adverse effect on the financial position of the Group.

Competition

Some of the businesses within the Group have competitors who may be able to accept lower financial returns than that required by the Group. Competition with these companies could adversely affect the Group's profitability and financial position.

Hadrian's Tower, Newcastle – Isoler Ltd

Fun Run by Northern Bear Staff in aid of St Oswald's Hospice



Broughton Hall, Skipton – H Peel & Sons Ltd

Strategic report
(continued)

Statement on risks relating to the Group's business *(continued)*

Key clients

There can be no guarantee that the Group's key clients will not change suppliers. While each of the Group's businesses has many longstanding relationships with a number of key customers, the failure to satisfy the needs of these customers could harm the Group's business. Furthermore, these customers may be facing challenges within their own businesses.

Dependence on personnel

The Group continues to be dependent on the continued services of its senior management. Retaining qualified personnel, consultants and advisors is important to the continued successful operation of the Group's business. There can be no assurance that the Group will be able to recruit or retain its personnel in the future, which could have an adverse effect upon the Group's business and financial position. The loss of any of the Group's senior personnel could impede the achievement of its objectives.

Health & Safety performance

Our employees are key to our business and their safety is critical to the Group and its stakeholders. Health & Safety is managed by our in house safety business, Northern Bear Safety Limited, who ensure compliance with relevant standards and monitor performance on an ongoing basis. Any failures in this area would have an adverse impact on the Group's business.

Insurance cover

The Group maintains a prudent level of insurance cover and regularly reviews all policies in conjunction with our brokers. Any failure to maintain adequate insurance cover could expose the Group to uninsured losses. The Group has an acceptable claims history for major insurances but in the event that this changes it could impact on annual insurance premiums.

Underperformance of acquired businesses

The Board has a detailed process for the evaluation of potential acquisitions, which includes financial, tax, and legal due diligence processes as required. Acquisitions are also typically structured to make an element of consideration dependent on post-acquisition performance. Notwithstanding this, should any acquired businesses significantly underperform against expectations then it could have an adverse impact on shareholder returns.

Financial instruments

The Group has exposure to risks from its use of financial instruments which include credit risk, liquidity risk and market risk. A full discussion of these risks and how they are managed is included in note 23 to the Financial Statements.

Macro-economic environment and United Kingdom exit from the European Union

The referendum on UK membership of the European Union in 2016 and the resulting decision to leave has created significant uncertainty in the macro-economic environment. The Directors have performed a risk assessment in advance of the expected lapse of UK membership and consider that the principal risk relates to supply chain. Although the Group's principal suppliers are UK based, a number of products are ultimately sourced from overseas and hence any further weakening of the pound could cause pressures on the Group's supply chain.

Outlook

The future outlook for the business is included in the Chairman's Statement.

This report was approved by the Board on 22 July 2019 and signed on its behalf by:

Steve Roberts
Executive Chairman 22 July 2019

Directors’ report

The directors present their annual report and financial statements for the year ended 31 March 2019.

Principal activities

The principal activity of the Group is to operate businesses in the North of England active in the support services sector. Furthermore, these businesses can be augmented with bolt on acquisitions or by the creation of new ventures.

The Group comprises the Company and a number of subsidiaries which operate in three main operating segments, being Roofing activities, Materials Handling activities, and Building Services activities. In addition the Company and certain intermediate holding companies provide Corporate and other non-trading services and this is classified as a separate operating segment for management information purposes.

Future outlook

The future outlook for the business is included in the Chairman’s Statement.

Going concern

For the purposes of their assessment of the appropriateness of the preparation of the Group's accounts on a going concern basis, the directors have considered the current cash position and forecasts of future trading including working capital and investment requirements.

During the year the Group met its day to day working capital requirements through existing bank overdraft and revolving credit facilities. The overdraft facility was most recently renewed on 31 May 2019 for the period to 31 May 2020. The Group’s revolving credit facility is committed to 31 May 2020. The directors have a reasonable expectation of successful renewal for both the overdraft and revolving credit facilities.

The Group's forecasts and projections, taking account of reasonable possible changes in trading performance, show that the Group and Parent Company should have sufficient cash resources to meet its requirements for at least the next 12 months. Accordingly, the adoption of the going concern basis in preparing the financial statements remains appropriate.

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. These matters relate to financial risk management objectives and policies and exposure to price risk, credit risk, liquidity risk and cash flow risk.

Proposed dividend

The directors have proposed a final ordinary dividend in respect of the financial year ended 31 March 2019 of 3.25p per share, and a final special dividend in respect of the financial year ended 31 March 2019 of 0.75p per share, both subject to shareholder approval at the forthcoming Annual General Meeting. Neither has been included in creditors as they were not approved before the year end.

Directors

The directors who held office during the year were as follows:

SM Roberts
GR Jennings
K Soulsby
TE Hayes
IT McLean
HB Gold

Directors' report *(continued)*

The directors who held office at the end of the financial year had the following interests, including family interests, in the ordinary shares of the Company and share options according to the register of directors' interests:

	31 March 2019 Shares	**31 March 2019 Options**	31 March 2018 Shares	31 March 2018 Options
GR Jennings	**1,336,260**	**-**	1,336,260	-
K Soulsby	**771,011**	**62,500**	771,011	62,500
SM Roberts	**813,300**	**-**	813,300	-
IT McLean	**150,000**	**-**	150,000	-
TE Hayes	**80,000**	**-**	80,000	-
HB Gold	**70,000**	**-**	70,000	-

In total the directors' interests in the ordinary shares of the Company totalled 3,220,571 shares (2018: 3,220,571), representing 17.1% (2018: 17.1%) of allotted shares at the year end.

All the directors benefited from qualifying third party indemnity provisions up to and including the date of this report.

Significant shareholdings

At 30 June 2019, the Company had been notified or was aware of the following shareholders with 3% or more of the issued share capital of the Company:

Shareholder	**Number of ordinary shares in which interested**	**% of issued share capital**
Radmat Building Products	2,144,953	11.6%
Graham Jennings	1,336,260	7.2%
Nicholas Beuamont-Dark	894,050	4.8%
Jon Pither	863,956	4.7%
Steve Roberts	813,300	4.4%
Keith Soulsby	771,011	4.2%

Political and charitable contributions

Neither the Company nor any of its subsidiaries made any political contributions during the year (2018: £nil). Charitable donations amounted to £9,507 (2018: £16,387).

Employees

The Group provides equal opportunities to all staff and employees and recruits the most suitably qualified person for each position. Full and fair consideration is given to applications for employment from disabled persons. All necessary assistance with initial training courses is given. Once employed, a career plan is developed so as to ensure suitable opportunities for each disabled person. Where an existing employee becomes disabled, the Group's policy is to provide continuing employment under normal terms and conditions wherever possible.

The directors recognise the importance of good communications and inform and consult with employees' representatives on all matters likely to affect them.

The Group operates a range of schemes to involve employees in the financial performance of the business including profit related and other cash bonus arrangements and share option schemes.

Further information on engagement with the Group's employees is provided in the Corporate Governance report.

Directors’ report
(continued)

Statement of Directors’ Responsibilities

The directors are responsible for preparing the Strategic Report, Directors’ Report, Corporate Governance Report and the Group and Parent Company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare Group and Parent Company financial statements for each financial year. As required by the AIM rules of the London Stock Exchange they are required to prepare the Group financial statements in accordance with IFRSs as adopted by the EU and applicable law and have elected to prepare the Parent Company financial statements on the same basis.

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 Parent Company and of their profit or loss for that period.

In preparing each of the Group and Parent Company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether IFRS as adopted by the European Union have been followed subject to any material departures disclosed and explained in the financial statements;
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity’s financial position and financial performance; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Parent Company will continue in business.

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

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company’s website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Annual general meeting

The business of the AGM is set out in the accompanying circular to shareholders. The AGM is to be held at 11am on Monday 19 August 2019 at the Company’s registered office, A1 Grainger, Prestwick Park, Prestwick, Newcastle upon Tyne, NE20 9SJ.

Disclosure of information to auditor

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

Auditor

In accordance with Section 489 of the Companies Act 2006, a resolution for the reappointment of Mazars LLP as auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the board

T E Hayes
Finance Director

A1 Grainger
Prestwick Park
Prestwick
Newcastle upon Tyne
NE20 9SJ

22 July 2019

Lancaster Club, Oldham – Jennings Roofing Ltd

Corporate Governance Report

The directors of Northern Bear plc (the "Company" or "Northern Bear") recognise the importance of good corporate governance and have adopted the Corporate Governance Code produced by the Quoted Companies Alliance (the "Code"). Insofar as it is practicable given Northern Bear's size and the constitution of its Board, the directors of Northern Bear (the "Directors" and together the "Board") seek to comply with all provisions of the Code.

The Code contains ten broad principles for corporate governance and asks companies to provide disclosures in their annual report and financial statements, and on their website, as to how they are meeting the principles and any areas where they have chosen to depart from them. Full details of the Company's application of the ten principles can be viewed on the Company's website at http://northernbearplc.com/investor-relations/corporate-governance/. An extract of relevant disclosures for the Annual Report and Financial Statements, as identified in the Code, is provided below.

Chair's corporate governance statement

This statement sets out how the Company and its subsidiaries (together the "Group") comply with the ten principles of the Code.

My primary responsibility as Chair is to lead the Board effectively and to oversee the adoption, delivery and communication of the Company's corporate governance model.

As Executive Chairman, my role is focused on strategic matters and hence this provides adequate separation from the day to day business to be able to make independent decisions.

In my view, the Board promotes a corporate culture that is based on sound ethical values and behaviours and this supports us in delivering the Company's objectives and strategy, in particular in delivering the continued success of the Group's existing operations. This is supported by the application of the Quoted Companies Alliance ("QCA") Corporate Governance Code.

The Group has a relatively flat management structure with the Managing Director ("MD") of each business reporting directly to Graham Jennings, our Group Managing Director. Both Graham Jennings and Keith Soulsby, our Operations Director, split their time between our subsidiary companies and have regular contact with the employee base and external stakeholders. This allows them to monitor corporate culture across the Group to ensure that it meets our shared values.

There are no major areas where our governance structure and practices differ from the expectations set by the Code, other than that given the size and nature of the Group we do not consider it necessary to have a formal Board performance evaluation process in place as suggested by principle seven, or to include formal Audit Committee and Remuneration Committee reports in the Annual Report and Accounts as suggested by principle ten.

There are no key governance related matters that have occurred during the year and there were no significant changes in governance arrangements.

Establish a strategy and business model which promote long-term value for shareholders

Having established the Group via an acquisition strategy and subsequently restructured operations during the economic downturn through the disposal of non-core businesses, the Group now has an established portfolio of mature businesses wholly focused on the support services sector.

There are three main operating segments within the Group, being roofing, materials handling, and building services.

The Company intends to deliver shareholder value in the medium to long term through:

- The continued success of its existing operations, all of which are well established businesses with strong reputations in their markets.
- Providing new services where possible to the existing, long established customer base. Examples of businesses developed within the Group include Northern Bear Building Services, Northern Bear Safety, and Survey Drones. Any new ventures are unlikely to be capital intensive and hence would have limited downside in the event that they do not meet expectations.
- Further bolt-on acquisitions where appropriate, taking into account the Company's acquisition criteria of being a well-established, consistently profitable and cash generative building services business with a strong management team committed to remaining in place. Acquisitions would also need to predictably enhance earnings and provide an attractive return on investment.

The Board meets on a regular basis to discuss the strategic direction of the Company and any significant change in strategy will be highlighted promptly.

Corporate Governance Report

(continued)

Embed effective risk management, considering both opportunities and threats, throughout the organisation

The Board recognises the need to maintain a suitable risk management framework to identify, assess and manage all relevant risks to the Group's business.

The strategic report provides a detailed statement of risks relating to the Group's business and, where possible, any actions taken to mitigate them. The key risks discussed are:

- Sector demand
- Competition
- Key clients
- Dependence on personnel
- Health and safety performance
- Insurance cover
- Underperformance of acquired businesses
- Financial instruments, including credit risk, liquidity risk, and market risk
- Macro-economic environment and British exit from the European Union

With the exception of the last item, the Board considers the remainder of the list to be inherent to the Group's businesses.

The Group's strategy is regularly reviewed along with the key risks impacting it as part of the Board's annual business planning and budgeting process, where detailed operational budgets are prepared for each subsidiary and approved by the Board. The Group's performance against its strategy and the associated risks is also monitored through preparation and review of monthly management accounts and associated KPI reports. Accepting that no systems of control can provide absolute assurance against material misstatement or loss, the Directors believe that the established systems for internal control within the Group are appropriate to the business.

Maintain the Board as a well-functioning, balanced team led by the Chair

Board structure and independence

The Board comprises six directors, being the Chair (Steve Roberts), the Group Managing Director (Graham Jennings), the Finance Director (Tom Hayes), the Operations Director (Keith Soulsby), and two Non-Executive Directors (Ian McLean and Howard Gold).

The Code notes that independence is a Board judgement. We note that the circumstances which may be relevant to this decision can include the length of service on the Board. Ian and Howard have both been non-executive Directors for more than ten years and hence this has been given due consideration.

On balance, the Board's view is that Ian and Howard have a wealth of commercial and professional experience from careers in the City and the legal profession and both have consistently demonstrated that they are prepared to challenge Board decisions and to ask searching questions as required. Consequently, both Non-Executive Directors are considered to be independent for corporate governance purposes.

Further, their knowledge of the Group is a big advantage in fulfilling their roles, and the Board sees a significant benefit in retaining their experience to support the Executive Directors in delivering the Group's strategy.

Time commitment required

- Group Managing Director and Group Operations Director – full time roles
- Executive Chairman and Finance Director – variable with time commitment dependent on both the Group's strategic and operational activities
- Non-Executive Directors – attendance at Board meetings, Annual General Meeting, Audit and Remuneration Committee meetings, and ad-hoc support as required

Board and other meetings

Board meetings are held every 1-2 months, and in the past 12 months a total of seven meetings were held.

The attendance record of each Director over the past 12 months was:

	Total meetings	Attended
Steve Roberts	7	7
Graham Jennings	7	7
Tom Hayes	7	7
Keith Soulsby	7	7
Ian McLean	7	7
Howard Gold	7	5

The Group is managed operationally via regular informal Executive Directors' meetings, as well as monthly Managing Directors meetings for all subsidiary Managing Directors chaired by Graham Jennings.

Corporate Governance Report
(continued)

Maintain the Board as a well-functioning, balanced team led by the Chair *(continued)*

The Board considers that this structure of meetings provides an appropriate balance between operational and strategic management and that it allows Board meetings to focus on the latter.

Committees

The Board is supported by an Audit Committee and a Remuneration Committee.

Audit committee

The Group's Audit Committee typically meets three times per year, being at the audit planning stage, prior to finalisation of the Group's annual report and financial statements, and prior to release of the interim report and financial statements. In the last 12 months there were three Audit Committee meetings as above which were attended by both members of the Committee, Ian McLean and Howard Gold.

Remuneration committee

The Remuneration Committee meets at least annually and usually following the financial year end and prior to the agreement of annual bonus payments. Other meetings are held as required, for example to approve any issue of share options. In the last 12 months there was one Remuneration Committee meeting which was attended by both members of the Committee, Ian McLean and Howard Gold.

Ensure that between them the directors have the necessary up-to-date experience, skills and capabilities

Details of the current Directors, their roles and backgrounds are set out on the Company's website in the Investor Relations section.

The Board considers that the Directors have, collectively, an appropriate mixture of strategic, operational, financial, public markets, and legal experience for a business of this size and nature in order to deliver the Group's strategy for the benefit of shareholders.

The Directors keep their skill sets up to date through a mixture of commercial and operational experience and technical updates as required. Steve Roberts and Tom Hayes are chartered accountants and are also required to comply with the ICAEW's continuing professional development policy.

The Company Secretary, Wendy Edgell, assists the Chair and the Board in preparing for and running effective Board meetings, including the timely dissemination of appropriate information. Wendy also keeps up to date with relevant legal, statutory and regulatory requirements and advises the Board accordingly.

Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Board undertakes regular internal monitoring of collective and individual performance using agreed key performance indicators and detailed financial reports.

The key performance indicators used include financial measures such as revenues, gross margins, operating profit, and cash flow from operations. The primary non-financial key performance indicators relate to three Health & Safety areas which are site activities, documentation, and environmental.

Given the size and nature of the Group, we do not consider it necessary to have a formal Board performance evaluation process in place as suggested by principle seven of the Code.

Succession planning is an important part of our business and we regularly engage with all Group and subsidiary Directors as to their plans for the medium to long term in order to plan effectively for any departures. The Board regularly considers the need for the periodic refreshing of its membership. Recent examples of management transitions in the Company's subsidiaries include Jennings Roofing, Wensley Roofing, and A1 Industrial Trucks.

Promote a corporate culture that is based on ethical values and behaviours

The Board aims to promote a corporate culture across all aspects of our business that is based on sound ethical values and behaviours, and believes that this is critical to our continued success.

Our businesses are all well established in their respective markets and sustaining this is dependent on how they interact with all stakeholders, including customers, suppliers, employees and regulators. Any unethical behaviour would have an adverse impact on the future success of our companies.

As previously mentioned the Group has a relatively flat management structure and both Graham Jennings and Keith Soulsby are closely involved with our subsidiary companies and stakeholders. This allows them to monitor corporate culture across the Group to ensure that it meets our shared values.

Corporate Governance Report
(continued)

Communicate how the company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

Committees

The Audit Committee and Remuneration Committee operate as set out in commentary above.

Annual general meeting ("AGM")

The Company's AGM is held in August of each year. Votes were conducted via a show of hands from those present. Proxy votes were available if required and a large majority of proxy votes were in favour of all resolutions. There has not been a single resolution over the past five AGMs where a significant proportion of votes (20% or more of independent votes) has been cast against.

Historical annual reports and governance-related material

Copies of historical annual reports, notices of AGM, and proxy forms are available on the Company's website covering at least the past five years.

Omitted disclosures

Given the size and nature of the Group, we do not consider it necessary to have a formal Board performance evaluation process in place as suggested by principle seven of the Code. Accordingly, we have not published any disclosure information in respect of this.

We have not included formal Audit Committee and Remuneration Committee reports in the Annual Report and Financial Statements, as suggested by principle ten of the Code, as the Board considers that information available in these and previous Financial Statements together with the corporate website provide sufficient information with regard to the reporting of the Audit Committee and Remuneration Committee activity. The Board will continue to review the disclosure of the Audit and Remuneration Committee.

Steve Roberts
Executive Chairman 22 July 2019

Queen Elizabeth Grammar School, Wakefield – H Peel & Sons Ltd

West Farm, Earsdon, Whitley Bay – MGM Ltd and Wensley Roofing Ltd

Gorse Hill, Manchester – Jennings Roofing Ltd

Queen Elizabeth Grammar School, Wakefield – H Peel & Sons Ltd

Independent auditor's report to the members of Northern Bear plc

Opinion

We have audited the financial statements of Northern Bear Plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 March 2019 which comprise the Consolidated Statement of Comprehensive Income, Consolidated and Company Statements of Changes in Equity, Consolidated and Company Balance Sheet, Consolidated and Company Statements 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

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 March 2019 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements 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 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, as applied to SME listed entities, 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.

The impact of uncertainties due to United Kingdom exiting the European Union on our audit

The Directors' view on the impact of Brexit is disclosed in the Strategic Report.

The terms on which the United Kingdom may withdraw from the European Union, are not clear, and it is therefore not currently possible to evaluate all the potential implications to the group and parent company's trade, customers, suppliers and the wider economy.

We considered the impact of Brexit on the group and parent company as part of our audit procedures, applying a standard firm wide approach in response to the uncertainty associated with the group and parent company's future prospects and performance.

However, no audit should be expected to predict the unknowable factors or all possible implications for the group and parent company and this is particularly the case in relation to Brexit.

Conclusions relating to going concern

We have nothing to report in respect of the following matters, in relation to which the ISAs (UK) require us to report to where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Independent auditor's report to the members of Northern Bear plc *(continued)*

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Area of focus	How addressed
Revenue recognition The group's accounting policy for revenue recognition is set out in Note 3 to the financial statements. As discussed in Note 3 to the financial statements, the group has several material revenue streams, the most significant of which we consider to be roofing and building services activities. As revenue is a key performance indicator for the group, we have identified the risk of recognising revenue in an incorrect period ('cut off') as a key audit matter to reflect the significance of reported revenues to the users of the financial statements There is a risk that revenue recognition policies may not be appropriate and not in line with IFRS15 'Revenue from Contracts with Customers'.	We reviewed the consistency of application and appropriateness of disclosure of revenue recognition policies and application of IFRS 15 in the year. We performed walkthrough testing to ensure that there were adequate controls in place to mitigate the risk of revenue being recognised in the incorrect period. Our audit procedures included, but were not limited to: • testing revenue transactions around the year end and also the sales credit notes posted during the year and subsequent to the year end to validate the accuracy of revenue cut-off; • non-sampling substantive procedures including substantive analytical review of revenue reported in certain subsidiaries, including assessment of the amount of revenue recognised in relation to contracts straddling the year end; and • a review of journal adjustments made during the period in each subsidiary and obtaining supporting documentation and/or management explanation for the journals adjustments selected. Based on the results of our procedures, we consider that the application of IFRS 15 is reasonable and 'cut off' has been appropriately applied, in accordance with the accounting policy described in note 3 to the financial statements.

Independent auditor's report to the members of Northern Bear plc *(continued)*

Goodwill impairment reviews	How addressed
The group's accounting policies in respect of goodwill and impairment of assets are set out in note 3 to the financial statements. As described in note 3 to the financial statements, Goodwill is not amortised, and requires an annual impairment review. There is a risk that the goodwill arising on historic business combinations may no longer supported and therefore require an impairment, additionally, reflecting the uncertainty associated with certain assumptions supporting the financial projections, discount rates etc. that underpin the impairment review, we have identified the impairment of goodwill as a key audit matter.	We assessed management's impairment review methodology against the requirement of IAS 36 'Impairment of assets'. We evaluated management's cash flow forecasts, and the process by which they were drawn up, comparing them to the Board approved group budget for 2020 for consistency. We reviewed as to whether the cash flow forecasts were prepared at the level of the lowest group of cash generating units relevant. We also tested the underlying spreadsheet model for mathematical integrity. We reviewed the appropriateness of cash flows included within the value-in-use projections. We also reviewed and assessed the assumptions used in the assessment such as growth rates and discount rates. We also performed sensitivity analysis to establish whether reasonable possible deviations on the assumptions would result in a change of the conclusions drawn. We considered the adequacy and appropriateness of the disclosures within the financial statements. Based on our procedures we concur with management's conclusion that there are no indicators of impairment.

Our application of materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and on the financial statements as a whole. Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

We consider that profit before tax of the business remains the key focus of the users of the financial statements and, as such, we based our group materiality level around this benchmark. We set a materiality threshold of 10% of total profit before tax for the group.

For the parent company, as a holding company, we considered net assets to be the most appropriate benchmark; we used 5% of net assets restricted to a threshold lower than group materiality. Financial statement materiality applied for the group and parent company for the year ended 31 March 2019 was £264,000 and £158,000 respectively. Performance materiality was set at 75% of the respective financial statement materiality levels.

The range of financial statement materiality across components, all audited to a statutory local audit materiality, was between £3,000 and £161,000.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £8,000 (group audit) and £3,500 (parent company audit) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Independent auditor's report to the members of Northern Bear plc
(continued)

An overview of the scope of our audit

As part of designing our audit, we determined materiality and assessed the risk of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgements such as making assumptions on significant accounting estimates.

We gained an understanding of the legal and regulatory framework applicable to the group and parent company, the structure of the group and the parent company and the industry in which it operates. We considered the risk of acts by the company which were contrary to the applicable laws and regulations including fraud. We designed our audit procedures to respond to those identified risks, including non-compliance with laws and regulations (irregularities) that are material to the financial statements.

We focused on laws and regulations that could give rise to a material misstatement in the financial statements, including, but not limited to, the Companies Act 2006. We tailored the scope of our group audit to ensure that we performed sufficient work to be able to give an opinion on the financial statements as a whole. We used the outputs of a risk assessment, our understanding of the parent company and group's accounting processes and controls and its environment and considered qualitative factors in order to ensure that we obtained sufficient coverage across all financial statement line items.

Our tests included, but were not limited to, obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by irregularities including fraud or error, review of minutes of directors' meetings in the year and enquiries of management. As a result of our procedures, we did not identify any Key Audit Matters relating to irregularities, including fraud.

The risks of material misstatement that had the greatest effect on our audit, including the allocation of our resources and effort, are discussed under "Key audit matters" within this report.

Ashville College Sixth Form, Harrogate – H Peel & Sons Ltd

Independent auditor's report to the members of Northern Bear plc *(continued)*

An overview of the scope of our audit *(continued)*

Our group audit scope included an audit of the group and parent financial statements of Northern Bear plc. Based on our risk assessment, all entities within the group were subject to full scope audit and was performed by the group audit team.

The extent of our audit work on the components was based on our assessment of the risk of material misstatement and of the materiality of that component.

The components within the scope of our audit work therefore covered 100% of group revenue, group profit before tax and group net assets.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. 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 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 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements and the part of the directors' remuneration report to be audited 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, 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's 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 or the parent company or to cease operations, or have no realistic alternative but to do so.

Independent auditor's report to the members of Northern Bear plc *(continued)*

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 these financial statements.

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.

Gareth Hitchmough
(Senior Statutory Auditor)
for and on behalf of Mazars LLP
Chartered Accountants and
Statutory Auditor

5th Floor
3 Wellington Place
Leeds
LS1 4AP

22 July 2019

Queen Elizabeth Grammar School, Wakefield – H Peel & Sons Ltd

Karbon Homes, Morpeth – Wensley Roofing Ltd

New Build House, Wynyard, Stockton-On-Tees – Northern Bear Building Services Ltd

Consolidated statement of comprehensive income

for the year ended 31 March 2019

	Note	2019 £000	2018 £000
Revenue	4	**56,575**	53,573
Cost of sales		**(44,659)**	(43,067)
Gross profit		**11,916**	10,506
Other operating income	5	**24**	23
Administrative expenses		**(8,725)**	(7,459)
Operating profit (before amortisation and other adjustments)		**3,215**	3,070
Transaction costs	25	**-**	(158)
Deferred consideration adjustments	25	**265**	-
Amortisation of intangible assets arising on acquisitions	13	**(152)**	(102)
Operating profit		**3,328**	2,810
Finance costs	9	**(197)**	(213)
Profit before income tax		**3,131**	2,597
Income tax expense	10	**(540)**	(613)
Profit for the year		**2,591**	1,984
Total comprehensive income attributable to equity holders of the parent		**2,591**	1,984
Earnings per share from continuing operations			
Basic earnings per share	11	**14.0p**	10.9p
Diluted earnings per share	11	**13.9p**	10.8p

Consolidated statement of changes in equity

for the year ended 31 March 2019

	Share capital £000	Capital redemption reserve £000	Share premium £000	Merger reserve £000	Retained earnings £000	Total equity £000
At 1 April 2017	184	6	5,169	9,231	5,102	19,692
Total comprehensive income for the year						
Profit for the year	-	-	-	-	1,984	1,984
Transactions with owners, recorded directly in equity						
Issue of shares	5	-	-	-	-	5
Exercise of share options	-	-	-	-	65	65
Equity dividends paid	-	-	-	-	(742)	(742)
Merger reserve arising on acquisition	-	-	-	374	-	374
At 31 March 2018	189	6	5,169	9,605	6,409	21,378
At 1 April 2018	189	6	5,169	9,605	6,409	21,378
Total comprehensive income for the year						
Profit for the year	-	-	-	-	2,591	2,591
Transactions with owners, recorded directly in equity						
Exercise of share options	-	-	-	-	17	17
Equity dividends paid	-	-	-	-	(740)	(740)
At 31 March 2019	189	6	5,169	9,605	8,277	23,246

Company statement of changes in equity

for the year ended 31 March 2019

	Share capital	Capital redemption reserve	Share premium	Merger reserve	Retained earnings	Total equity
	£000	£000	£000	£000	£000	£000
At 1 April 2017	184	6	5,169	9,231	5,480	20,070
Total comprehensive income for the year						
Loss for the year	-	-	-	-	(1,033)	(1,033)
Transactions with owners, recorded directly in equity						
Issue of shares	5	-	-	-	-	5
Exercise of share options	-	-	-	-	65	65
Equity dividends paid	-	-	-	-	(742)	(742)
Merger reserve arising on acquisition	-	-	-	374	-	374
At 31 March 2018	189	6	5,169	9,605	3,770	18,739
At 1 April 2018	189	6	5,169	9,605	3,770	18,739
Total comprehensive income for the year						
Loss for the year	-	-	-	-	(948)	(948)
Transactions with owners, recorded directly in equity						
Exercise of share options	-	-	-	-	17	17
Equity dividends paid	-	-	-	-	(740)	(740)
At 31 March 2019	189	6	5,169	9,605	2,099	17,068

Consolidated balance sheet

at 31 March 2019

	Note	**2019**	2018
		£000	£000
Assets			
Property, plant and equipment	*12*	**3,033**	3,050
Intangible assets	*13*	**20,476**	20,628
Trade and other receivables	*17*	**1,057**	-
Total non-current assets		**24,566**	23,678
Inventories	*16*	**652**	952
Trade and other receivables	*17*	**8,450**	9,833
Prepayments		**259**	265
Cash and cash equivalents	*18*	**3,038**	1,731
Total current assets		**12,399**	12,781
Total assets		**36,965**	36,459
Equity			
Share capital	*22*	**189**	189
Capital redemption reserve		**6**	6
Share premium		**5,169**	5,169
Merger reserve		**9,605**	9,605
Retained earnings		**8,277**	6,409
Total equity attributable to equity holders of the Company		**23,246**	21,378
Liabilities			
Loans and borrowings	*19*	**1,236**	2,672
Deferred consideration	*25*	**217**	510
Deferred tax liabilities	*15*	**295**	316
Total non-current liabilities		**1,748**	3,498
Loans and borrowings	*19*	**232**	227
Deferred consideration	*25*	**97**	425
Trade and other payables	*20*	**11,152**	10,333
Current tax payable		**490**	598
Total current liabilities		**11,971**	11,583
Total liabilities		**13,719**	15,081
Total equity and liabilities		**36,965**	36,459

These financial statements were approved by the Board of Directors on 22 July 2019 and were signed on its behalf by:

T E Hayes
Finance Director

Company registered number: 05780581

Company balance sheet

at 31 March 2019

	Note	2019 £000	2018 £000
Assets			
Property, plant and equipment	12	**34**	16
Investments in subsidiaries	14	**34,315**	34,315
Deferred tax assets	15	**9**	1
Total non-current assets		**34,358**	34,332
Trade and other receivables	17	**4,735**	4,835
Prepayments		**54**	82
Total current assets		**4,789**	4,917
Total assets		**39,147**	39,249
Equity			
Share capital	22	**189**	189
Capital redemption reserve		**6**	6
Share premium		**5,169**	5,169
Merger reserve		**9,605**	9,605
Retained earnings		**2,099**	3,770
Total equity attributable to equity holders of the Company		**17,068**	18,739
Liabilities			
Loans and borrowings	19	**1,000**	2,500
Deferred consideration	25	**217**	510
Total non-current liabilities		**1,217**	3,010
Bank overdraft	18	**2,481**	2,480
Deferred consideration	25	**97**	425
Trade and other payables	20	**18,284**	14,595
Total current liabilities		**20,862**	17,500
Total liabilities		**22,079**	20,510
Total equity and liabilities		**39,147**	39,249

The Company made a loss for the year of £948,000 (2018: £1,033,000 loss).

These financial statements were approved by the Board of Directors on 22 July 2019 and were signed on its behalf by:

T E Hayes
Finance Director

Company registered number: 05780581

Consolidated statement of cash flows

for the year ended 31 March 2019

	Note	2019 £000	2018 £000
Cash flows from operating activities			
Operating profit for the year		**3,328**	2,810
Adjustments for:			
Depreciation	*12*	**538**	559
Amortisation	*13*	**152**	103
Loss/(profit) on sale of property, plant and equipment	*12*	**17**	(7)
Deferred consideration adjustments		**(265)**	-
		3,770	3,465
Change in inventories	*16*	**163**	11
Change in trade and other receivables	*17*	**326**	(1,004)
Change in prepayments		**6**	33
Change in trade and other payables	*20*	**819**	(1,103)
Cash generated from operations		**5,084**	1,402
Interest paid		**(127)**	(139)
Tax paid		**(669)**	(483)
Net cash flow from operating activities		**4,288**	780
Cash flows from investing activities			
Proceeds from sale of property, plant and equipment	*12*	**518**	186
Acquisition of property, plant and equipment	*12*	**(581)**	(569)
Acquisition of subsidiary (net of cash acquired)		**(426)**	(866)
Net cash from investing activities		**(489)**	(1,249)
Cash flows from financing activities			
(Repayment)/issue of borrowings		**(1,498)**	511
Repayment of finance lease liabilities		**(271)**	(216)
Proceeds from the exercise of share options		**17**	64
Equity dividends paid		**(740)**	(742)
Net cash from financing activities	*24*	**(2,492)**	(383)
Net increase/(decrease) in cash and cash equivalents		**1,307**	(852)
Cash and cash equivalents at start of year	*18*	**1,731**	2,583
Cash and cash equivalents at end of year	*18*	**3,038**	1,731

Company statement of cash flows

for the year ended 31 March 2019

	Note	2019 £000	2018 £000
Cash flows from operating activities			
Operating loss for the year		**(1,045)**	(777)
Adjustments for:			
Depreciation	*12*	**4**	5
		(1,041)	(772)
Change in trade and other receivables	*17*	**100**	366
Change in prepayments		**28**	5
Change in trade and other payables	*20*	**3,689**	1,114
Cash generated from operations		**2,776**	713
Interest paid		**(106)**	(145)
Net cash flow from operating activities		**2,670**	568
Cash flows from investing activities			
Proceeds from sale of property, plant and equipment	*12*	-	4
Acquisition of property, plant and equipment	*12*	**(22)**	-
Acquisition of subsidiary		**(426)**	(1,197)
Net cash from investing activities		**(448)**	(1,193)
Cash flows from financing activities			
(Repayment)/issue of borrowings		**(1,500)**	500
Repayment of finance lease liabilities		**-**	-
Proceeds from the exercise of share options		**17**	64
Equity dividends paid		**(740)**	(742)
Net cash from financing activities		**(2,223)**	(178)
Net decrease in cash and cash equivalents		**(1)**	(803)
Cash and cash equivalents at start of year	*18*	**(2,480)**	(1,677)
Cash and cash equivalents at end of year	*18*	**(2,481)**	(2,480)

1 Reporting entity

Northern Bear plc (the "Company" or the "Parent Company") is a company incorporated in England and Wales, with its registered office at A1 Grainger, Prestwick Park, Prestwick, Newcastle upon Tyne, NE20 9SJ.

The Group financial statements consolidate those of the Company and its subsidiaries (together referred to as the "Group"). The Parent Company financial statements present information about the Company as a separate entity and not about its Group.

2 Basis of preparation

Statement of compliance

Both the Parent Company financial statements and the Group financial statements have been prepared and approved by the directors in accordance with International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs").

On publishing the Parent Company financial statements here, together with the Group financial statements, the Company is taking advantage of the exemption in s408 of the Companies Act 2006 not to present its individual statement of comprehensive income and related notes that form a part of these approved financial statements.

Standards and interpretations applied for the first time

In these financial statements the following standards, amendments and interpretations, which became effective for the first time, were adopted by the Group:

IFRS 15 Revenue from Contracts with Customers

IFRS 15 has replaced IAS 18 Revenue and IAS 11 Construction Contracts as well as various Interpretations previously issued by the IFRS Interpretations Committee, noting the Group has adopted the modified retrospective approach allowed under the transitional provisions. The Group has reviewed its contracts with its customers and the performance obligations within these contracts and has concluded that there is no material impact on any revenue stream for the Group in the current or prior period. Noting the following as it relates to the Group's revenue streams from its operating segments as set out in Note 4 of this Report:

- Roofing activities – revenue is recognised over time based on allocation of the customer contract price to distinct performance obligations and recognising revenue when those performance obligations (based on valuations by surveyors) are satisfied;
- Building services activities - revenue is recognised over time based on allocation of the customer contract price to distinct performance obligations and recognising revenue when those performance obligations (based on valuations by surveyors) are satisfied;
- Materials handling activities
  - o Product sales – revenue is recognised at the point in time of delivery to the customer, as this is when the performance obligations are satisfied;
  - o Assets leased to customers – revenue is recognised on a straight line basis over the lease term in line with the performance obligation.

On application of IFRS 15 the Group has changed the basis of presentation of its consolidated balance sheet such that contract retentions due in more than one year are shown in non-current assets. The amount due in more than one year is presented on an undiscounted basis as the impact of discounting is not considered to be material. The Group has not restated the consolidated balance sheet at 31 March 2018 in this report on the basis of the aforementioned, and the information in relation to the ageing of customer retentions at 31 March 2018 is not readily available.

IFRS 9 Financial Instruments

IFRS 9 took effect from 1 April 2018, replacing IAS 39 Financial Instruments: Recognition and Measurement, and has been adopted for the year ended 31 March 2019 using the full retrospective method. The Group has reassessed the classification and measurement of financial instruments and this has not given rise to any changes. The impairment provision on financial assets measured at amortised cost (such as trade and other receivables) have been calculated in accordance with IFRS 9's expected credit loss model, which differs from the incurred loss model previously required by IAS 39. This has not resulted in a change to the impairment provision at 1 April 2018.

2 Basis of preparation *(continued)*

The following standards, amendments and interpretations, which became effective for the first time, were also adopted by the Group:

- IAS 40 Investment Property: Amendment in relation to transfers of investment property – effective date on or after 1 January 2018;
- IFRS 2 Share-based Payment: Amendment in relation to classification and measurement of share-based payment transactions – effective date on or after 1 January 2018;
- IFRS 4 Insurance Contracts: Amendment in relation to applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts – effective date on or after 1 January 2018;
- IFRIC 22 Foreign Currency Transactions and Advance Consideration – effective date on or after 1 January 2018; and
- Annual Improvements to IFRSs (2014 – 2016 cycle in respect of IAS 1 and IAS 28) – effective date on or after 1 January 2018.

The adoption of the above standards and interpretations has not had a significant impact on the Group's results for the year or equity.

Standards, amendments and interpretations in issue but not yet effective

The following mentioned standards, amendments and interpretations have been issued but have not been applied by the Group in these financial statements. Their adoption in future financial periods is not expected to have a material effect on the financial statements for the Group and the Company unless otherwise indicated:

- IAS 19 Employee Benefits: Amendment in relation to plan amendment, curtailment or settlement – effective date on or after 1 January 2019;
- IAS 28 Investments in Associates and Joint Ventures: Amendment in relation to Long-term interests in Associates and Joint Ventures – effective date on or after 1 January 2019;
- IFRS 9 Financial Instruments: Amendment in relation to Prepayment features with negative compensation – effective date on or after 1 January 2019;
- Annual Improvements to IFRSs (2015 – 2017 cycle) – effective date on or after 1 January 2019;
- IFRIC 23 Uncertainty over Income Tax Treatments – effective date on or after 1 January 2019;
- Conceptual Framework (Revised) and amendments to related references in IFRS Standards – effective date on or after 1 January 2020; and
- IFRS 17 Insurance Contracts – effective date on or after 1 January 2021.

IFRS 16 'Leases' is a replacement for IAS 17 'Leases' and will be first applied in the financial statements for the year ending 31 March 2020. IFRS 16 requires lessees to recognise a lease liability reflecting future lease payments and a right-of-use asset for lease contracts.

The Directors are currently assessing the impact of IFRS 16 on the Group's leases and its adoption is expected to impact the large majority of operating leases, principally land and buildings and motor vehicles as disclosed in Note 26.

IFRS 16 is expected to have a material impact on the consolidated balance sheet, with total assets increasing due to the recognition of right-of-use assets, and total liabilities also increasing due to recognition of lease liabilities. The adoption of IFRS 16 is also expected to have a material impact on the income statement, with the expense relating to arrangements previously classified as operating leases being presented as both depreciation on right-of-use assets, and finance costs for interest recognised on lease liabilities. This will change the profile of the consolidated statement of comprehensive income over the life of each lease and may have a material impact on profit before income tax. There will be no change in the reported change in cash and cash equivalents on the consolidated statement of cash flows, although the presentation of the statement will change.

The Directors are still researching the full impact of the standard, and are considering how best to make informative disclosures when the standard is first applied in the financial statements for the year ending 31 March 2020.

2 Basis of preparation *(continued)*

On adoption of IFRS 16, they intend to apply the cumulative method permitted by the standard. Comparative information will not be restated; instead, the cumulative effect of initially applying IFRS 16 to operating leases will be recognised as an adjustment to the opening balance of retained earnings at 1 April 2019. The Group expects to recognise right of use assets in respect of these operating leases at the transition date of 1 April 2019 and a corresponding liability of a similar amount.

Basis of measurement

The financial statements are prepared on the historical cost basis, as modified to include the revaluation of certain financial instruments at fair value.

Functional and presentation currency

These financial statements are presented in sterling, which is the Company's functional currency.

Use of estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that may affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Judgements and estimates made by management in the application of Adopted IFRSs that have a significant impact on the consolidated financial statements with a significant risk of material adjustment in the next year are described in note 28.

Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report. The financial position of the Group, its cash flows and liquidity position are described in the Chairman's Statement. In addition, note 23 to the financial statements includes the Group's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and its exposures to credit risk and liquidity risk.

The Group meets its day to day working capital requirements through bank overdraft and revolving credit facilities. The overdraft element of the facilities was last renewed on 31 May 2019 and is committed to 31 May 2020. The Group's revolving credit facility is committed to 31 May 2020. The directors have a reasonable expectation of successful renewal for both the overdraft and revolving credit facilities. The Group's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Group should be able to operate within the level of its current facilities for at least the next 12 months. The Parent Company's net current liabilities are additionally driven by amounts owed to subsidiary undertakings that are repayable on demand; on a periodic basis subsidiary undertakings will declare dividends to the Parent Company to settle these liabilities.

Taking into account all of the above, the directors have a reasonable expectation that the Group and Parent Company have adequate resources to continue in operational existence for the foreseeable future. Accordingly they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

3 Significant accounting policies

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

Basis of consolidation

Control exists where the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are entities controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial information from the date that control commences until the date that control ceases.

3 Significant accounting policies *(continued)*

Intercompany balances, and any unrealised gains and losses or income and expenses arising from intragroup transactions, are eliminated when preparing the consolidated financial information.

Classification of financial instruments issued by the Group

Financial instruments issued by the Group are treated as equity only to the extent that they meet the following two conditions:

(a) they include no contractual obligations upon the Company (or Group as the case may be) to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company (or Group); and

(b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

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

Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity, trade and other receivables, cash and cash equivalents, loans and borrowings, and trade and other payables.

Trade and other receivables

Trade and other receivables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Trade and other payables

Trade and other payables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Intangible assets and goodwill

All business combinations are accounted for by applying the purchase method. Goodwill represents amounts arising on acquisition of subsidiaries. Goodwill represents the difference between the cost of the acquisition and the net fair value of the identifiable assets, liabilities and contingent liabilities acquired. Identifiable intangibles are those which can be sold separately or which arise from legal rights regardless of whether those rights are separable.

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is not amortised but is tested annually for impairment. On disposal of a subsidiary the attributable amount of goodwill is included in the determination of the gain or loss on disposal.

Other intangible assets are measured initially at cost and are amortised on a straight-line basis over their estimated useful lives. The carrying amount is reduced by any provision for impairment where necessary.

3 Significant accounting policies *(continued)*

On a business combination, as well as recording separate intangible assets already recognised in the balance sheet of the acquired entity at their fair value, identifiable intangible assets that are separable or arise from contractual or other legal rights are also included in the acquisition balance sheet at fair value. Amortisation is charged within administrative expenses in the consolidated statement of comprehensive income so as to write off the cost or valuation of assets over their useful economic lives, on the following basis:

Intangible assets arising on acquisitions	20% of fair value at acquisition

External costs incurred in relation to acquisitions are recognised as an expense in the period in which the costs are incurred.

Property, plant and equipment

Property, plant and equipment (PPE) are stated at cost less accumulated depreciation and impairment losses. Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Leases in which the Group assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. Where land and buildings are held under leases the accounting treatment of the land is considered separately from that of the buildings. Leased assets acquired by way of finance lease are stated at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, less accumulated depreciation and less accumulated impairment losses. Lease payments are accounted for as described below.

Depreciation is charged to the income statement on either a straight line or diminishing balance basis as appropriate over the estimated useful economic lives of each part of an item of property, plant and equipment. The depreciation rates are as follows:

Freehold buildings	2% straight line
Leasehold, buildings and improvements	life of lease straight line
Plant and equipment	10-15% diminishing balance
Materials handling equipment	8% straight line
Motor vehicles	25% diminishing balance
Fixtures and fittings (including computer equipment)	15-33% diminishing balance

The residual value, and useful economic life, is reassessed annually.

Investments in subsidiaries

Investments in subsidiaries are carried at cost less impairment in the Parent Company financial statements.

Inventories

Inventories are stated at the lower of cost and net realisable value. The cost of inventories is based on the first-in first-out principle and includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their existing location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Impairment

The carrying amounts of the Group's assets, other than inventories and deferred tax assets, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, then the assets recoverable amount is estimated. For goodwill which has an indefinite life the recoverable amount is estimated at each reporting date.

The recoverable amount of an asset or cash generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to cash generating units that are expected to benefit from the synergies of the combination.

3 Significant accounting policies *(continued)*

An impairment loss is recognised if the carrying amount of an asset or its cash generating unit exceeds its estimated recoverable amount. Impairment losses are recognised in the income statement. Impairment losses recognised in respect of cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash generating units and then to reduce the carrying amount of other assets within the unit on a pro-rata basis.

Employee benefits

Defined contribution pension plans

Obligations for contributions to defined contribution pension plans are recognised as an expense in the income statement as service is provided.

Share-based payment transactions

The share option programme allows Group and Company employees to acquire shares of the Company. The fair value of share options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date, using an appropriate model taking into account the terms and conditions upon which the share options were granted, and is spread over the period during which the employees become unconditionally entitled to the options. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest except where forfeiture is only due to market conditions.

Revenue

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

The Group has applied IFRS 15 'Revenue from Contracts with Customers' for the first time as detailed in Note 2 to the Financial Statements.

In relation to key revenue streams this policy is applied as follows:

- Roofing activities – revenue is recognised over time based on allocation of the customer contract price to distinct performance obligations and recognising revenue when those performance obligations (based on valuations by surveyors) are satisfied;
- Building services activities - revenue is recognised over time based on allocation of the customer contract price to distinct performance obligations and recognising revenue when those performance obligations (based on valuations by surveyors) are satisfied;
- Materials handling activities
  - o Product sales – revenue is recognised at the point in time of delivery to the customer, as this is when the performance obligations are satisfied;
  - o Assets leased to customers – revenue is recognised on a straight line basis over the lease term in line with the performance obligations.

Other operating income

Other operating income relates to the rental of premises and advertising space. As these income streams are not part of the Group's principal trading activities they have been classified separately. Other operating income is recognised in the income statement as it is accrued.

Expenses

(i) Operating leases

Payments under operating leases are recognised in the income and expenditure account on a straight line basis over the term of the lease. Lease incentives received are recognised in the income statement as an integral part of the total lease expense.

(ii) Finance leases

Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

3 Significant accounting policies *(continued)*

(iii) Finance income

Finance income comprises interest receivable on funds invested. Interest income is recognised in the income statement as it accrues using the effective interest method.

(iv) Finance expenses

Finance expenses comprise interest payable on borrowings. All borrowing costs are recognised in profit or loss using the effective interest method.

(v) Exceptional expenses

Exceptional items are defined as items of expenditure which are material and unusual in nature and which are considered to be of such significance that they require separate disclosure on the face of the statement of comprehensive income, in accordance with IAS 1.

Income tax

Income tax on the profit or loss for the period comprises both current and deferred tax. Income tax is recognised in the statement of comprehensive income except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

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

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profits nor differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognised for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that a related tax benefit will be realised.

Segment reporting

Segmental information is provided based on internal reports regularly reviewed by the Chief Operating Decision Maker, which is deemed to be the Board of Directors.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that are allocated on a reasonable basis. Segment capital expenditure is the total cost incurred during the period to acquire segment assets that are not expected to be used for more than one segment.

Dividends

Dividends are recognised as a liability in the period in which they are declared.

Derecognition of financial instruments

Financial assets are derecognised if the group's contractual rights to the cash flows from the financial assets expire, or if the group transfers the financial assets to another party without retaining control or substantially all risks and rewards of the asset.

Financial liabilities are derecognised if the group's obligations specified in the contract expire or are discharged or cancelled.

3 Significant accounting policies *(continued)*

Leases

Leases that that transfer substantially all the risks and rewards incidental to the ownership of an asset to the lessee are classified as a finance lease. All other leases are classified as operating leases.

The Group as a lessee

Assets held under finance leases are recorded in the balance sheet as the lower of fair value and the present value of the minimum lease payments at the inception of the leases. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to periods during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Rentals payable under operating leases are charged to the income statement in equal amounts over the period of the leases.

The Group as a lessor

Amounts due from finance leases are measured at the amount of the Group's net investment in the leases, within receivables.

Rentals receivable under operating leases is recognised in the income statement over the term of the lease on a straight line basis.

Financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. For financial assets measured at amortised cost the reversal is recognised in profit or loss.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the statement of financial position, bank overdrafts are shown within borrowings or current liabilities.

For the purpose of the cash flow statement, bank overdrafts which are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents.

Share capital

Ordinary Shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

4 Segmental analysis

The analysis by segments below is presented on the basis of those segments whose operating results are regularly reviewed by the Board of Directors (the Chief Operating Decision Maker) to assess performance and allocate resources.

- Roofing activities – companies providing a comprehensive range of roofing services including slating, tiling, leadwork, felting, refurbishment and maintenance for domestic, commercial and public sector properties;
- Materials handling activities – supply, service and maintenance of fork lift trucks and warehouse equipment both on hire and for sale;
- Building services activities – aggregation of other specialist building services companies providing services including building maintenance, refurbishment, fire protection and sound insulation; and
- Corporate and other activities - the provision of head office activity and consolidation items.

2019	Roofing activities £000	Materials handling activities £000	Building services activities £000	Corporate and other activities £000	Total £000
Revenue					
Total segment revenue	31,698	2,475	23,680	-	57,853
Inter-segment revenue	(608)	(6)	(664)	-	(1,278)
External revenue	31,090	2,469	23,016	-	56,575
Operating profit/(loss)	2,510	303	1,445	(930)	3,328
Net finance expense	(13)	(3)	(4)	(177)	(197)
Income tax expense	(383)	(51)	(157)	51	(540)
Profit for the financial year	2,114	249	1,284	(1,056)	2,591
Segment assets	21,104	4,145	11,716	-	36,965
Segment liabilities	6,287	594	5,012	1,826	13,719
Depreciation charge	206	263	64	5	538
Amortisation charge	-	-	-	152	152
Capital expenditure	89	601	6	22	718

4 Segmental analysis *(continued)*

2018	Roofing activities £000	Materials handling activities £000	Building services activities £000	Corporate and other activities £000	Total £000
Revenue					
Total segment revenue	28,122	2,925	23,243	-	54,290
Inter-segment revenue	(260)	(6)	(451)	-	(717)
External revenue	27,862	2,919	22,792	-	53,573
Operating profit/(loss)	2,067	370	1,271	(898)	2,810
Net finance expense	15	(4)	(5)	(219)	(213)
Income tax expense	(246)	(92)	(242)	(33)	(613)
Profit for the financial year	1,836	274	1,024	(1,150)	1,984
Segment assets	20,578	4,438	11,443	-	36,459
Segment liabilities	6,054	547	4,612	3,868	15,081
Depreciation charge	210	282	62	5	559
Amortisation charge	1	-	-	102	103
Capital expenditure	103	416	50	-	569

All revenue is derived from the UK, with no single customer contributing 10% or more of the Group's revenue. Aside from materials handling product sales of £1,514,000 (2018: £1,603,000), substantially the whole of revenue comprises rendering of services.

5 Other operating income

	2019 £000	2018 £000
Rental income	**24**	23
	24	23

Other operating income relates to the rental of premises and advertising space. As these income streams are not part of the Group's principal trading activities they have been classified separately. Additional disclosures on accounting policies have not been provided in note 3 due to materiality.

6 Expenses

Auditor's remuneration:

	2019 £000	2018 £000
Audit of these financial statements	**20**	20
Amounts receivable by auditor and their associates in respect of:		
Audit of financial statements of subsidiaries pursuant to legislation	**59**	61
Non-audit services provided to the Group:		
Corporation tax compliance services	**11**	11
Other services	**17**	3

Amounts paid to the Company's auditor and their associates in respect of services to the Company, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis.

Depreciation charge:

The depreciation charge recognised as an expense in the year was £538,000 (2018: £559,000). The amortisation charge recognised as an expense in the year was £152,000 (2018: £103,000).

7 Staff numbers and costs

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

	Number of employees 2019	2018
Directors	**6**	6
Administration	**83**	76
Production	**281**	282
	370	364

The aggregate payroll costs of these persons were as follows:

	2019 £000	2018 £000
Wages and salaries	**12,303**	10,430
Social security costs	**1,166**	1,055
Contributions to defined contribution plans	**243**	165
	13,712	11,650

8 Directors' remuneration

The table below sets out details of the emoluments in respect of qualifying services and compensation of each person who served as a Director during the year or for the period served as director if less than the full year (excluding pension contributions, details of which are set out separately below):

Directors' emoluments	Salary/fees £000	Annual bonus £000	Estimated value of benefits £000	Total 2019 £000	Total 2018 £000
SM Roberts	105	-	-	**105**	102
GR Jennings	162	60	10	**232**	240
K Soulsby	105	50	21	**176**	161
TE Hayes	91	-	-	**91**	89
IT McLean	25	-	-	**25**	25
HB Gold	-	-	-	**-**	-
	488	110	31	**629**	617

Pension contributions	2019 £000	2018 £000
K Soulsby	**12**	12

	Number of directors 2019	2018
Retirement benefits are accruing to the following number of directors under:		
Money purchase schemes	**1**	1

9 Finance costs

Finance costs	2019 £000	2018 £000
On bank loans and overdrafts	**106**	128
Finance charges payable in respect of finance leases and hire purchase contracts	**21**	11
Unwinding of discount on deferred consideration liabilities	**70**	74
Total finance costs	**197**	213

10 Taxation

Recognised in the income statement

	2019 £000	2018 £000
Current tax expense:		
Current year	**573**	576
Adjustment in respect of prior periods	**(12)**	41
Current tax expense	**561**	617
Deferred tax expense:		
Origination and reversal of temporary differences	**(21)**	(3)
Adjustment in respect of prior periods	**-**	(1)
Deferred tax expense	**(21)**	(4)
Total tax expense	**540**	613

Reconciliation of effective tax rate

	2019 £000	2018 £000
Profit before tax	**3,131**	2,597
Tax using the UK corporation tax rate of 19% (2018: 19%)	**595**	493
Expenses not deductible for tax purposes	**30**	61
Adjustment in respect of prior periods	**(12)**	40
Other differences	**(73)**	19
Total tax expense	**540**	613

Factors that may affect future tax expenses

Reductions to the main rate of corporation tax by 1% to 19% from 1 April 2017 and to 18% from 1 April 2020 have been substantively enacted by 31 March 2016. The Finance Act 2016 which was published on 15 September 2016 announced a further reduction to 17% with effect from 1 April 2020. These reductions have been substantively enacted at the balance sheet date and therefore are included in the figures above insofar as pertaining to deferred tax balances at 31 March 2018 and 31 March 2019.

11 Earnings per share

Basic earnings per share is the profit or loss for the year divided by the weighted average number of ordinary shares outstanding, excluding those in treasury, calculated as follows:

	2019	2018
Profit for the year (£000)	**2,591**	1,984
Weighted average number of ordinary shares excluding shares held in treasury for the proportion of the year held in treasury (note 22) ('000)	**18,515**	18,270
Basic earnings per share	**14.0p**	10.9p

The calculation of diluted earnings per share is the profit or loss for the year divided by the weighted average number of ordinary shares outstanding, after adjustment for the effects of all potential dilutive ordinary shares, excluding those in treasury, calculated as follows:

	2019	2018
Profit for the year (£000)	**2,591**	1,984
Weighted average number of ordinary shares excluding shares held in treasury for the proportion of the year held in treasury (note 22) ('000)	**18,515**	18,270
Effect of potential dilutive ordinary shares ('000)	**63**	113
Diluted weighted average number of ordinary shares excluding shares held in treasury for the proportion of the year held in treasury ('000)	**18,577**	18,383
Diluted earnings per share	**13.9p**	10.8p

The following additional earnings per share figures are presented as the directors believe they provide a better understanding of the trading performance of the Group.

Adjusted basic and diluted earnings per share is the profit for the year, adjusted for acquisition related costs, divided by the weighted average number of ordinary shares outstanding as presented above.

Adjusted earnings per share is calculated as follows:

	2019	2018
Profit for the year (£000)	**2,591**	1,984
Transaction costs	**-**	158
Deferred consideration adjustments	**(265)**	-
Amortisation of intangible assets arising on acquisitions	**152**	102
Unwinding of discount on deferred consideration liabilities	**70**	74
Corporation tax effect of above items	**(43)**	(30)
Adjusted profit for the year (£000)	**2,505**	2,288
Weighted average number of ordinary shares excluding shares held in treasury for the proportion of the year held in treasury (note 22) ('000)	**18,515**	18,270
Adjusted basic earnings per share	**13.5p**	12.5p
Adjusted diluted earnings per share	**13.5p**	12.4p

12 Property, plant and equipment

Group	Land and buildings £000	Plant and equipment £000	Fixtures and fittings £000	Motor vehicles £000	Total £000
Cost					
Balance at 1 April 2017	171	3,291	428	1,513	5,403
Transfers from stock	-	431	-	-	431
Other acquisitions	-	43	22	325	390
Acquired with subsidiary	-	41	19	157	217
Materials handling disposals	-	(239)	-	-	(239)
Other disposals	-	(23)	(24)	(297)	(344)
Balance at 31 March 2018	171	3,544	445	1,698	5,858
Balance at 1 April 2018	171	3,544	445	1,698	5,858
Transfers from stock	-	543	-	-	543
Other acquisitions	-	21	34	459	514
Materials handling disposals	-	(579)	-	-	(579)
Other disposals	-	(35)	(34)	(431)	(500)
Balance at 31 March 2019	171	3,494	445	1,726	5,836
Depreciation and impairment					
Balance at 1 April 2017	141	1,454	331	625	2,551
Depreciation charge for the year	4	265	32	258	559
Acquired with subsidiary	-	12	11	79	102
Materials handling disposals	-	(136)	-	-	(136)
Other disposals	-	(20)	(21)	(227)	(268)
Balance at 31 March 2018	145	1,575	353	735	2,808
Balance at 1 April 2018	145	1,575	353	735	2,808
Depreciation charge for the year	4	247	28	259	538
Materials handling disposals	-	(197)	-	-	(197)
Other disposals	-	(28)	(32)	(286)	(346)
Balance at 31 March 2019	149	1,597	349	708	2,803
Net book value					
At 1 April 2017	30	1,837	97	888	2,852
At 31 March 2018	26	1,969	92	963	3,050
At 31 March 2019	**22**	**1,897**	**96**	**1,018**	**3,033**

Leased property, plant and equipment
At 31 March 2019 the net carrying amount of plant and equipment held on finance leases was £46,000 (2018: £56,000) and the net carrying amount of motor vehicles held on finance leases was £682,000 (2018: £563,000).

Security
Leased equipment secures lease obligations.

Materials handling equipment
Materials handling equipment is leased out under operating leases that are broadly evenly split between short-term hires of less than one year and longer-term hires. The net book value of materials handling equipment at 31 March 2019 included within plant and equipment was £1,707,000 (2018: £1,760,000). Sale of materials handling equipment is included within revenue, with the net book value at the date of sale included within cost of sales.

12 Property, plant and equipment *(continued)*

Company	Fixtures and fittings £000	Motor vehicles £000	Total £000
Cost			
Balance at 1 April 2017	99	19	118
Disposals	-	(19)	(19)
Balance at 31 March 2018	99	-	99
Balance at 1 April 2018	99	-	99
Additions	1	21	22
Balance at 31 March 2019	100	21	121
Depreciation and impairment			
Balance at 1 April 2017	79	13	92
Depreciation charge for the year	4	1	5
Disposals	-	(14)	(14)
Balance at 31 March 2018	83	-	83
Balance at 1 April 2018	83	-	83
Depreciation charge for the year	3	1	4
Balance at 31 March 2019	86	1	87
Net book value			
At 1 April 2017	20	6	26
At 31 March 2018	16	-	16
At 31 March 2019	**14**	**20**	**34**

13 Intangible assets

Group Cost	Goodwill £000	Brands £000	Customer relationships £000	Total £000
Balance at 1 April 2017	17,457	11	-	17,468
Arising on acquisitions	2,511	-	762	3,273
Balance at 31 March 2018	19,968	11	762	20,741
Balance at 1 April 2018	19,968	11	762	20,741
Arising on acquisitions	-	-	-	-
Balance at 31 March 2019	19,968	11	762	20,741
Amortisation and impairment				
Balance at 1 April 2017	-	10	-	10
Amortisation	-	1	102	103
Balance at 31 March 2018	-	11	102	113
Balance at 1 April 2018	-	11	102	113
Amortisation	-	-	152	152
Balance at 31 March 2019	-	11	254	265
Net book value				
At 1 April 2017	17,457	1	-	17,458
At 31 March 2018	19,968	-	660	20,628
At 31 March 2019	**19,968**	**-**	**508**	**20,476**

Intangible assets arising on acquisitions relate to customer relationships and are being amortised over an estimated useful economic life of five years from the acquisition date.

Brands comprise the Matthew Charlton Slaters brand acquired in the year to 31 March 2013, which was amortised on a straight line basis over a period of five years.

Goodwill is allocated to the Group's cash generating units ("CGUs"), which have been identified on a company basis. A summary of the carrying value presented at CGU basis is shown below:

	2019 **£000**	2018 £000
Isoler Limited	**1,526**	1,526
Wensley Roofing Limited	**3,126**	3,126
Springs Roofing Limited	**4,507**	4,507
MGM Limited	**1,599**	1,599
Jennings Properties Limited	**4,087**	4,087
A1 Industrial Trucks Limited	**2,612**	2,612
H Peel & Sons (Holdings) Limited	**2,511**	2,511
	19,968	19,968

H Peel & Sons (Holdings) Limited was acquired on 25 July 2017.

13 Intangible assets *(continued)*

Impairment testing

Goodwill is tested annually for impairment, or more frequently if there are indications the goodwill may be impaired. All recoverable amounts are based on value in use and the key assumptions applied in the value in use calculations are as follows:

- Cash flow projections – cash flow projections cover a five year period based on detailed approved budget forecasts for the next year, directors' projections of profits for years two to five and a terminal value thereafter. The rationale for this is that all of the Group's companies experience ups and downs and hence it is important to take a long term view of profitability levels when considering potential impairments to goodwill. This approach has been validated by the recovery in profit levels at several Group companies as the building services industry emerged from recession in the early years of the current decade.
- Growth rate – taking into account the current economic climate, management have made an assumption that the long term growth rate in each of the CGUs from year five onwards will be 2% per annum when extrapolating future cash flows as part of the terminal value calculation.
- Discount rate – management have applied a discount rate of 11.1% (2018: 11.1%) to the cash flow forecasts, which represents their best estimate of the Group's weighted average cost of capital. The calculation is based on the split of equity and debt funding at the balance sheet date and estimated current long term costs for debt and equity. Management believe the market risk associated with each CGU is similar and has applied the average rate across the business. The discount rate reflects the continued difficult trading conditions and economic environment, and is comparable to rates used by other groups operating in similar segments.

Sensitivity analysis

The key sensitivities in assessing the value in use of goodwill are forecast cash flows and the discount rate applied:

- a 1% reduction in growth rate in forecast cash flows would have no impact on carrying values; and
- a 1% increase in the discount rate applied would have no impact on carrying values.

14 Investments in subsidiaries

Company	Shares in group Undertakings £000
Cost	
Balance at 1 April 2017	31,880
Acquisition of subsidiary	2,435
Balance at 31 March 2018	34,315
Balance at 1 April 2018	34,315
Acquisition of subsidiary	-
Balance at 31 March 2019	34,315
Impairment	
Balance at 1 April 2016 – 31 March 2019	-
Net book value	
At 1 April 2017	31,880
At 31 March 2018	34,315
At 31 March 2019	**34,315**

14 Investments in subsidiaries *(continued)*

The Company has the following investments in subsidiaries:

Company	Country of Incorporation	Class of shares held	Ownership 2019	Ownership 2018
Isoler Limited	England and Wales	Ordinary	100%	100%
		A Ordinary	100%	100%
Springs Roofing Limited	England and Wales	Ordinary	100%	100%
		A Ordinary	100%	100%
		B Ordinary	100%	100%
		C Ordinary	100%	100%
		D Ordinary	100%	100%
Wensley Roofing Limited	England and Wales	Ordinary	100%	100%
		A Ordinary	100%	100%
MGM Limited	England and Wales	Ordinary	100%	100%
		A Ordinary	100%	100%
Jennings Properties Limited	England and Wales	Ordinary	100%	100%
		A Ordinary	100%	100%
		B Ordinary	100%	100%
Jennings Roofing Limited	England and Wales	Ordinary	100%*	100%*
A1 Industrial Trucks Limited	England and Wales	Ordinary	100%	100%
Northern Bear Safety Limited	England and Wales	Ordinary	100%	100%
Northern Bear Building Services Limited	England and Wales	Ordinary	100%	100%
H Peel & Sons (Holdings) Limited	England and Wales	Ordinary	100%	100%
H Peel & Sons Limited	England and Wales	Ordinary	100%*	100%

*held indirectly.

H Peel & Sons (Holdings) Limited, and its wholly owned subsidiary H Peel & Sons Limited, were acquired on 25 July 2017.

14 Investments in subsidiaries *(continued)*

The Company's subsidiaries during the year had the following registered offices:

Company	Registered office
Isoler Limited	333 Dukesway Court, Team Valley Trading Estate, Gateshead, Tyne and Wear, NE11 0BH
Springs Roofing Limited	Kimblesworth Industrial Estate, Kimblesworth, Chester Le Street, County Durham, DH2 3QT
Wensley Roofing Limited	Station House, Station Road, Chester-Le-Street, County Durham, DH3 3DU
MGM Limited	Unit 333 Dukesway Court, Team Valley Trading Estate, Gateshead, Tyne and Wear, NE11 0BH
Jennings Properties Limited	Unit 4 Emmanuel Trading Estate, Springwell Road, Leeds LS12 1AT
Jennings Roofing Limited	Unit 4 Emmanuel Trading Estate, Springwell Road, Leeds LS12 1AT
A1 Industrial Trucks Limited	Riverside Works, Shelly Road, Newburn Industrial Estate, Newcastle Upon Tyne, NE16 9RT
Northern Bear Safety Limited	Unit 333 Dukesway Court, Team Valley Trading Estate, Gateshead, Tyne and Wear, NE11 0BH
Northern Bear Building Services Limited	A1 Grainger, Prestwick Park, Prestwick, Newcastle upon Tyne, NE20 9SJ
H Peel & Sons (Holdings) Limited	Dewlon House, Cannon Way, Mill Street West, Dewsbury, West Yorkshire, WF13 1XL
H Peel & Sons Limited	Dewlon House, Cannon Way, Mill Street West, Dewsbury, West Yorkshire, WF13 1XL

15 Deferred tax assets and liabilities

Group

Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	2019 £000	2018 £000
Property, plant and equipment	**(208)**	(186)
Intangible assets	**(87)**	(130)
Net tax liability	**(295)**	(316)

Movement in deferred tax during the year

	1 April 2018 £000	**Recognised in income £000**	**31 March 2019 £000**
Property, plant and equipment	(186)	(22)	**(208)**
Intangible assets	(130)	43	**(87)**
	(316)	21	**(295)**

Movement in deferred tax during the prior year

	1 April 2017 £000	**Arising on acquisition £000**	**Recognised in income £000**	**31 March 2018 £000**
Property, plant and equipment	(182)	-	(4)	**(186)**
Intangible assets	-	(130)	-	**(130)**
	(182)	(130)	(4)	**(316)**

Company

Deferred tax assets in the Company represent temporary differences on property, plant and equipment and provisions.

16 Inventories

	Group		**Company**	
	2019 £000	2018 £000	**2019 £000**	2018 £000
Raw materials and consumables	**652**	952	**-**	-

All inventory is expected to be recovered in less than 12 months. There were no write downs in the year.

The amount of inventories recognised as an expense in the year was £347,000 (2018: £810,000).

17 Trade and other receivables

	Group		Company	
	2019	2018	**2019**	2018
	£000	£000	**£000**	£000
Non-current assets				
Contract retentions	**1,057**	-	**-**	-
Current assets				
Trade receivables	**7,094**	6,878	**-**	-
Contract asset work in progress	**277**	994	**-**	-
Contract retentions	**1,079**	1,961	**-**	-
Other trade receivables	**-**	-	**31**	31
Amounts owed by group undertakings	**-**	-	**4,704**	4,804
	8,450	9,833	**4,735**	4,835

On application of IFRS 15 the Group has changed the presentation of its consolidated balance sheet such that contract retentions due in more than one year are shown in non-current assets. The amount due in more than one year is presented on an undiscounted basis as the impact of discounting is not considered to be material. The Group has not restated the consolidated balance sheet at 31 March 2018 in this Report on an equivalent basis as there is no material impact on net assets.

19 Cash and cash equivalents

	Group		Company	
	2019	2018	**2019**	2018
	£000	£000	**£000**	£000
Cash and cash equivalents per balance sheet	**3,038**	1,731	**-**	**-**
Bank overdraft	**-**	-	**(2,481)**	(2,480)
Cash and cash equivalents per cash flow statements	**3,038**	1,731	**(2,481)**	(2,480)

Under the Group's overdraft facility agreement with Yorkshire Bank it has the right of set off for positive and overdrawn bank balances in order to comply with the net overdraft limit of £1 million. At the balance sheet date total positive balances were £5.6 million and total overdrawn balances were £2.6 million, giving a net cash balance of £3.0 million.

19 Loans and borrowings

This note provides information about the contractual terms of the Group and Company's interest-bearing loans and borrowings, which are measured at amortised cost. For more information about the Group and Company's exposure to interest rate risk, see note 23.

	Group		Company	
	2019	2018	**2019**	2018
	£000	£000	**£000**	£000
Non-current liabilities				
Secured bank loans	**1,000**	2,500	**1,000**	2,500
Finance lease liabilities	**236**	172	**-**	-
	1,236	2,672	**1,000**	2,500
Current liabilities				
Current portion of finance lease liabilities	**214**	211	**-**	-
Other loans	**18**	16	**-**	-
	232	227	**-**	-

Terms and debt repayment schedule

	Currency	Nominal interest rate	Year of maturity	Fair value 2019 £000	Carrying amount 2019 £000	Fair value 2018 £000	Carrying amount 2018 £000
Yorkshire Bank revolving credit facility	GBP	Libor + 3.00%	2020	**1,000**	**1,000**	2,500	2,500
Finance lease and hire purchase liabilities	GBP	n/a	Within 5 years	**450**	**450**	383	383
Other loans	GBP	n/a	n/a	**18**	**18**	16	16

The Group retains a £3.5 million revolving credit facility and a £1.0 million overdraft facility, both with Yorkshire Bank, for working capital purposes.

As at 31 March 2019 a total of £1.0 million (2018: £2.5 million) was drawn down on this facility, which is committed until 31 May 2020, providing a net cash figure at 31 March 2019 of £2.0 million (2018: £0.8 million net bank debt) after offsetting cash and cash equivalents of £3.0 million (2018: £1.7 million).

The revolving credit facility is committed until 31 May 2020. The overdraft facility was renewed on 31 May 2019 and is next due for routine review and renewal on 31 May 2020.

19 Loans and borrowings *(continued)*

Finance lease liabilities

The principal outstanding approximates to the present value of payments. Finance lease liabilities are payable as follows:

2019

Group	Principal £000	Interest £000	**Minimum lease Payments £000**
Less than one year	214	22	**236**
Between one and five years	236	26	**262**
	450	48	**498**

2018

Group	Principal £000	Interest £000	**Minimum lease Payments £000**
Less than one year	211	21	**232**
Between one and five years	172	18	**190**
	383	39	**422**

Finance lease liabilities relate to asset finance used to part fund the purchase of property, plant and equipment, primarily motor vehicles.

20 Trade and other payables

	Group		**Company**	
	2019 £000	2018 £000	**2019 £000**	2018 £000
Trade payables	**7,795**	7,712	**58**	78
Non-trade payables and accrued expenses	**3,357**	2,621	**407**	254
Amounts owed to group undertakings	**-**	-	**17,819**	14,263
	11,152	10,333	**18,284**	14,595

Amounts owed to group undertakings have been included in current trade and other payables as these balances are repayable on demand.

Included in non-trade payables and accrued expenses are contract liabilities in relation to deferred income of £333,000 (2018: £458,000). The amount recognised within revenue in relation to contract liabilities at the start of the year was £458,000 (2018: £628,000).

21 Employee benefits

Defined contribution plans

The Group operates a number of defined contribution pension plans.

The total expense relating to these plans in the current year was £243,000 (2018: £165,000).

Share-based payments

The Group operates Inland Revenue Approved Share Option Schemes, an Inland Revenue Unapproved Share Option Scheme, and a Company Share Option Plan.

The terms and conditions of the grants are as follows:

Grant date	Method of settlement accounting	Number of instruments	Service conditions	Contractual life of options	Exercise price
7 March 2014	Equity	530,000	3 years of service	Mar 2017 – Mar 2024	28.5p
10 March 2015	Equity	65,000	3 years of service	Mar 2017 – Mar 2025	45.8p

During the year ended 31 March 2018 all remaining share options issued in December 2007 expired following the end of their contractual life.

The number and weighted average exercise prices of share options are as follows:

	Weighted average exercise price 2019	**Number of options 2019**	Weighted average exercise price 2018	Number of options 2018
Outstanding at the beginning of the year	**33.8p**	**137,500**	64.3p	617,500
Granted during the year	**-**	**-**	-	-
Exercised during the year	**38.1p**	**(22,500)**	29.3p	(220,000)
Lapsed during the year	**-**	**-**	110.1p	(260,000)
Outstanding at the end of the year	**33.0p**	**115,000**	33.8p	137,500
Exercisable at the end of the year	**33.0p**	**115,000**	33.8p	137,500

On 3 May 2017 a total of 130,000 options awarded on 7 March 2014 were exercised by employees of the Group at an exercise price of 28.5 pence per ordinary share.

On 3 December 2017 a total of 70,000 options awarded on 7 March 2014 were exercised by employees of the Group at an exercise price of 28.5 pence per ordinary share.

On 29 March 2018 a total of 20,000 options awarded on 10 March 2015 were exercised by employees of the Group at an exercise price of 45.75 pence per ordinary share.

On 12 April 2018 a total of 10,000 options awarded on 7 March 2014 were exercised by employees of the Group at an exercise price of 28.5 pence per ordinary share. On the same date a further total of 5,000 options awarded on 10 March 2015 were exercised by employees of the Group at an exercise price of 45.75 pence per ordinary share.

On 15 January 2019 a total of 7,500 options awarded on 10 March 2015 were exercised by employees of the Group at an exercise price of 45.75 pence per share.

The options outstanding at the year end have an exercise price in the range of 28.5p to 45.75p and a weighted average contractual life of 5.2 years.

21 Employee benefits *(continued)*

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The fair value of employee share options is measured using a Black-Scholes model.

Share options are granted under a service condition. Such conditions are not taken into account in the grant date fair value measurement of the services received.

No expense was recognised during the year or the prior year arising from share-based payments.

22 Share capital and reserves

Share capital

	2019 £000	2018 £000
Authorised		
Ordinary shares of 1p each (2016: 50,000,000)	**500**	500
50,000 0.1% cumulative redeemable preference shares of £1 each	**50**	50
	550	550
Allotted, called up and fully paid		
18,881,262 ordinary shares of 1p each (2018: 18,419,724)	**189**	189
Shares classified in shareholders' funds	**189**	189

The holders of ordinary shares are entitled to receive dividends from time to time and are entitled to one vote per share at meetings of the Company.

On 13 December 2012 the Company purchased 133,992 ordinary shares of one penny each in the Company ("Ordinary Shares") at a price of 11.5p per Ordinary Share from Graham Forrest, the Company's former Chief Executive. The shares were held in treasury. The cost of the share purchase was recorded in retained earnings.

615,548 1p ordinary shares with an aggregate nominal value of £6,155 were purchased as part of the disposal of The Roof Truss Company (Northern) Limited on 26 May 2011. These shares were also held in treasury. The cost of the share purchase was recorded in retained earnings.

During the year ended 31 March 2019, options over 22,500 (2018: 220,000) ordinary shares of the Company were exercised by employees of the Company. To satisfy these option exercises the Company transferred 22,500 (2018: 220,000) ordinary shares out of treasury.

As part of the acquisition of H Peel & Sons (Holdings) Limited on 25 July 2017 the Company issued 461,538 new ordinary shares as consideration payable to the vendors.

Reserves

The capital redemption reserve relates to the buy back of shares in the Company as part of the disposal of D J McGough Limited on 15 September 2010.

The share premium account arose through premiums on share issues, less applicable expenses, in prior years.

The merger reserve arose where more than 90% of the shares in subsidiary undertakings were acquired and the consideration included the issue of new shares by the Company, thereby attracting merger relief under the Companies Act 1985, and, from 1 October 2009, the Companies Act 2006.

Retained earnings is the cumulative total of earnings reported by the Group.

Dividend

The Company paid an ordinary dividend of 3.0p per ordinary share during the year (2018: 2.5p), along with a special dividend of 1.0p per ordinary share (2018: 1.5p) with a total cost of £740,000 (2018: £742,000), which was recorded as a distribution to owners through retained earnings.

23 Financial instruments

Overview

The Group and Company have exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

This applies to:

Trade and other receivables

The fair value of trade and other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the balance sheet date if the effect is material.

Trade and other payables

The fair value of trade and other payables is estimated as the present value of future cash flows, discounted at the market rate of interest at the balance sheet date if the effect is material.

Cash and cash equivalents

The fair value of cash and cash equivalents is estimated as its carrying amount where the cash is repayable on demand. Where it is not repayable on demand then the fair value is estimated at the present value of future cash flows, discounted at the market rate of interest at the balance sheet date.

Interest-bearing borrowings

Fair value, which after initial recognition is determined for disclosure purposes only, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the balance sheet date.

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the company's management of capital. Further quantitative disclosures are included throughout these financial statements.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the Group's customer base, including the default risk of the industry and country in which customers operate, has less of an influence on credit risk. Due to the nature of sales (high volume, low value) revenue is attributable to a large number of customers. Geographically there is a concentration of credit risk in the United Kingdom.

The Group has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings where available. Purchase limits are established for each customer; these limits are reviewed regularly.

23 Financial instruments *(continued)*

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Market risk

Market risk is the risk that changes in market prices, such as interest rates, will affect the Group's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

Capital management

The Group's policy is to maintain a strong capital base with a view to ensuring that entities within the Group will be able to continue as going concerns. To achieve this objective, the Group aims to maintain a prudent mix of debt and equity financing and considers the current capital structure to be appropriate.

Equity funding comprises issued share capital, reserves and retained earnings as disclosed in note 22 to the financial statements. Debt funding comprises bank facilities as described below.

The Group's treasury policy has as its principal objective the achievement of the maximum interest rate on any cash balances whilst maintaining an acceptable level of risk.

Financial assets and liabilities

The Group's main financial assets comprise trade receivables arising from the Group's activities classified as financial assets measured at amortised cost and cash at bank.

All of the Group's financial liabilities have been classified as other financial liabilities measured at amortised cost.

Fair values

The fair value of the Group's financial assets and liabilities is not materially different from their carrying values.

Profit and loss account

Details of finance income and finance costs are included in note 9.

Carrying amounts of financial assets

	Group		**Company**	
	2019	2018	**2019**	2018
	£000	£000	**£000**	£000
Trade and other receivables (non-current)	**1,057**	-	**-**	-
Trade and other receivables (current assets)	**8,450**	9,833	**31**	31
Amounts owed by group undertakings	**-**	-	**4,704**	4,804
Cash at bank	**3,038**	1,731	**-**	-
	11,488	11,564	**4,735**	4,835

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. Therefore, the maximum exposure to credit risk at the balance sheet date for the Group was £11,488,000 (2018: £11,564,000) and for the Company was £4,735,000 (2018: £4,835,000) being the total of the carrying amount of financial assets.

23 Financial instruments *(continued)*

Credit quality of financial assets and impairment losses

Trade and other receivables consist of the following:

	Group		Company	
	2019	2018	**2019**	2018
	£000	£000	**£000**	£000
Gross trade and other receivables	**9,628**	9,984	31	31
Bad debt provision relating to trade receivables	**(121)**	(151)	-	-
Net trade and other receivables	**9,507**	9,833	31	31

The credit risk on financial assets is not judged to have increased significantly since initial recognition. The loss allowance for financial assets other than trade receivables and contract assets has therefore been measured at an amount equal to 12 month expected credit losses. However, as these financial assets are due within 12 months, the 12 month expected loss allowance is equal to the lifetime expected loss allowance. The movement in the allowance during the year is as follows:

	2019	2018
	£000	£000
At beginning of year	**151**	105
Provided in year	**62**	88
Write offs and recoveries	**(92)**	(42)
At end of year	**121**	151

	2019	2018
	£000	£000
Trade receivables outstanding as at 31 March from invoice date:		
Between 60 – 90 days from invoice date	**352**	432
Between 90 – 120 days from invoice date	**48**	72
Over 120 days from invoice date	**228**	268
Amounts provided for	**(121)**	(151)
Total	**507**	621

The provision against trade receivables is determined by reference to past default experience. The provision is used to record impairment losses unless the Group is satisfied that no recovery of the amount owing is possible; at that point the amounts considered irrecoverable are written off against the trade receivables directly.

Management has no indication that any unimpaired amounts will be irrecoverable; unimpaired amounts relate entirely to sales in the United Kingdom.

The Group’s credit risk policy is to manage its trade receivables by taking credit references and requesting payment in advance should this be considered necessary.

Customers generally pay on 30 day credit terms in respect of when the invoice is raised which is generally consistent with when the performance obligations are satisfied. There will be instances where customers do not pay within these terms which management give special consideration to when assessing the recoverability of financial assets.

23 Financial instruments *(continued)*

Interest rate risk

In respect of income-earning financial assets and interest-bearing financial liabilities, the following table indicates their effective interest rates at the balance sheet date.

	2019 Interest rate	2018 Interest rate
Cash and cash equivalents	**Nil**	Nil
Bank overdraft	**Libor+3.00**	Libor+3.00
Revolving credit facility	**Libor+3.00**	Libor+3.00
Other loans	**n/a**	n/a

A change of 100 basis points in interest would increase or decrease profit by £12,000 (2018: £27,000).

Both cash and cash equivalents and bank overdraft pay interest on a floating rate basis.
The fair value of the financial assets and liabilities is substantially the same as their carrying value.

Foreign exchange risk

The Group is not exposed to significant foreign exchange risk.

Liquidity risks

The Group's policy on liquidity risk has been to maintain sufficient cash balances and undrawn facilities to provide flexibility in the management of the Group's liquidity.

23 Financial instruments *(continued)*

The following are contractual maturities of financial liabilities, and exclude the impact of netting agreements:

31 March 2019

Non-derivative financial instruments

Group	**Carrying amount £000**	**Contractual cash flow £000**	**6 months or less £000**	**6-12 months £000**	**1-2 years £000**	**2-5 years £000**	**More than 5 years £000**
Trade and other payables	11,152	(11,152)	(11,152)	-	-	-	-
Finance lease liabilities	450	(498)	(131)	(105)	(156)	(106)	-
Bank loan	1,000	(1,045)	(19)	(19)	(1,007)	-	-
Other loans	18	(18)	(18)	-	-	-	-
	12,620	(12,713)	(11,320)	(124)	(1,163)	(106)	-

Company	**Carrying amount £000**	**Contractual cash flow £000**	**6 months or less £000**	**6-12 months £000**	**1-2 years £000**	**2-5 years £000**	**More than 5 years £000**
Trade and other payables	465	(465)	(465)	-	-	-	-
Amounts owed to group undertakings	17,819	(17,819)	(17,819)	-	-	-	-
Bank loan	1,000	(1,045)	(19)	(19)	(1,007)	-	-
	19,284	(19,329)	(18,303)	(19)	(1,007)	-	-

31 March 2018

Non-derivative financial instruments

Group	**Carrying amount £000**	**Contractual cash flow £000**	**6 months or less £000**	**6-12 months £000**	**1-2 years £000**	**2-5 years £000**	**More than 5 years £000**
Trade and other payables	10,333	(10,333)	(10,333)	-	-	-	-
Finance lease liabilities	383	(422)	(126)	(106)	(141)	(49)	-
Bank loan	2,500	(2,663)	(38)	(37)	(75)	(2,513)	-
Other loans	16	(16)	(16)	-	-	-	-
	13,232	(13,434)	(10,513)	(143)	(216)	(2,562)	-

Company	**Carrying amount £000**	**Contractual cash flow £000**	**6 months or less £000**	**6-12 months £000**	**1-2 years £000**	**2-5 years £000**	**More than 5 years £000**
Trade and other payables	332	(332)	(332)	-	-	-	-
Amounts owed to group undertakings	14,263	(14,263)	(14,263)	-	-	-	-
Bank loan	2,500	(2,663)	(38)	(37)	(75)	(2,513)	-
	17,095	(17,258)	(14,633)	(37)	(75)	(2,513)	-

24 Notes to the cash flow statement

Changes in liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

Year to 31 March 2019

	1 April 2018 £000	Financing cash flows £000	New finance leases* £000	31 March 2019 £000
Secured bank loans	2,500	(1,500)	-	**1,000**
Finance lease liabilities	383	(271)	338	**450**
Other loans	16	2	-	**18**
Total liabilities from financing activities	2,899	(1,769)	338	**1,468**

Year to 31 March 2018

	1 April 2017 £000	Financing cash flows £000	New finance leases* £000	31 March 2018 £000
Secured bank loans	2,000	500	-	**2,500**
Finance lease liabilities	285	(216)	314	**383**
Other loans	5	11	-	**16**
Total liabilities from financing activities	2,290	295	314	**2,899**

The Group also reported proceeds from the issue of share options of £17,000 (2018: £64,000) and equity dividends paid of £740,000 (2018: £742,000) in cash flows from financing activities. No financial liabilities in relation to these cash flows were recorded on the Group's balance sheet at 31 March 2019 or at 31 March 2018.

* cash inflows from new finance leases are offset against cash outflows for the acquisition of property, plant and equipment included in cash flows from investing activities in the Group's consolidated cash flow statement.

The changes in liabilities arising from financing activities in the Company include the movement on secured bank loans as presented above. The Company also reported proceeds from the issue of share options of £17,000 (2018: £64,000) and equity dividends paid of £740,000 (2018: £742,000) in cash flows from financing activities. No financial liabilities in relation to these cash flows were recorded on the Company's balance sheet at 31 March 2019 or at 31 March 2018.

25 Acquisition

H Peel & Sons (Holdings) Limited

On 25 July 2017 the Group acquired the entire issued share capital of H Peel & Sons (Holdings) Limited and its subsidiary H Peel & Sons Limited, an interiors and fit out business based in Dewsbury, West Yorkshire.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are set out below:

	Book value £000	Fair value adjustments £000	Fair value £000
Net assets acquired:			
Intangible assets	-	762	762
Property, plant and equipment	115	-	115
Inventory	19	-	19
Trade and other receivables	126	-	126
Cash and cash equivalents	329	-	329
Trade and other payables	(1,297)	-	(1,297)
Deferred taxation	-	(130)	(130)
Total identifiable assets	(708)	632	(76)
Goodwill			2,511
Total consideration			**2,435**
Satisfied by:			
Cash			746
Equity instruments (ordinary shares)			378
Deferred and contingent consideration			1,311
Total consideration			**2,435**
Cash outflows arising on acquisition:			
Cash consideration			746
Less: cash and cash equivalents acquired			(329)
			417

Fair value adjustments of £632,000 relating to the separate recognition of intangible assets and a related deferred tax liability have been recorded. Details of intangible assets recorded can be found in note 13.

Under the terms of the acquisition, deferred cash consideration of £0.4 million was payable in four equal six monthly instalments commencing six months from the acquisition date. Additional contingent consideration of up to £1.4 million was payable, subject to various earn out agreements, over a three year period from the acquisition date.

During the year to 31 March 2019 a total of £0.4 million deferred and contingent consideration was paid. The deferred consideration balance of £0.3 million at 31 March 2019 represents the discounted present value of estimated future payments to be made. During the year the process of assessing contingent deferred consideration resulted in a reduction of the amounts payable of £265,000.

The fair value of the 461,538 ordinary shares in Northern Bear plc issued as part of the consideration paid (£378,000) was determined on the basis of the closing mid-market price of the Group's ordinary shares on 24 July 2017, being 82p.

Acquisition related costs included in administrative expenses in the prior year amount to £158,000.

H Peel contributed a total of £3.3 million revenue and £0.5 million to the Group's operating profit for the period between the date of acquisition on 25 July 2017 and the balance sheet date at 31 March 2018.

If the acquisition of H Peel had been completed on the first day of the financial year ended 31 March 2018, Group revenues for the year would have been £54.3 million and Group operating profit would have been £2.9 million.

26 Operating leases

Operating leases in which Group is a lessee

The total of future minimum lease payments under non-cancellable operating leases are as follows:

	Group		Company	
	2019	2018	**2019**	2018
	£000	£000	**£000**	£000
Less than one year	**266**	139	**73**	69
Between one and five years	**502**	292	**233**	245
More than five years	**142**	68	**17**	68
	910	499	**323**	382

Operating leases in which the Group operates as lessee comprise properties on both short and long term rental agreements. Operating lease rental expenses incurred during the year in relation to properties amounted to £175,000 (2018: £175,000).

27 Related parties

Group

Identity of related parties with which the Group has transacted.

The Group is controlled by its shareholders.

The Company had a related party relationship with its subsidiaries and with its directors and executive officers.

Transactions with key management personnel

Directors of the Company and their immediate relatives controlled 17.4% (2018: 17.4%) of the voting shares of the Company at the balance sheet date.

The compensation of key management personnel (including the directors) is as follows:

	Group	
	2019	2018
	£000	£000
Key management emoluments excluding social security costs	**629**	617

During the year the Company paid an ordinary dividend of 3.0p per ordinary share (2018: 2.5p) and a special dividend of 1.0p per ordinary share (2018: 1.5p). The amount paid to key management personnel based on their holdings of the Company's ordinary shares was £129,000 (2018: £129,000).

27 Related parties *(continued)*

Group

The following transactions were undertaken with entities in which some of the directors have a vested interest.

2019

	Sentio Insight LLP £000	Wensley Roofing Limited DPS £000
Balance as at beginning of period	-	-
Purchases	-	(23)
Settled	-	23
Balance as at end of period	-	-

2018

	Sentio Insight LLP £000	Wensley Roofing Limited DPS £000
Balance as at beginning of period	-	-
Purchases	(30)	(23)
Settled	30	23
Balance as at end of period	-	-

K Soulsby is a member of Wensley Roofing Limited DPS, a pension scheme for certain current and former directors of Wensley Roofing Limited. Wensley Roofing Limited DPS owns land and buildings at Station House, Station Road, Chester-Le-Street, DH3 3DU leased to Wensley Roofing Limited.

TE Hayes is a partner of Sentio Insight LLP, a firm which provides corporate finance and transaction support services, and which provided advice to the Group on its acquisition of H Peel & Sons (Holdings) Limited.

Other related party transactions in the year totalled £86,000 (2018: £59,000).

Trading transactions with subsidiaries – Parent Company

The Group manages its finances and bank facilities on a Group-wide basis and periodically receives dividend income from subsidiaries (£nil in the year ended 31 March 2019, £nil in the year ended 31 March 2018). Amounts owed by and to subsidiary undertakings of the Parent Company are disclosed in notes 17 and 20 respectively.

Share options in the Parent Company are granted to employees of subsidiary companies. Details of the share options are included in note 21 to the financial statements.

28 Accounting estimates and judgments

The key areas requiring the use of estimates and judgements which may significantly affect the financial statements are considered to be:

Measurements of the recoverable amounts of cash generating units containing goodwill

This requires the identification of appropriate cash generating units and the allocation of goodwill to these units as well as subsequent annual assessments of impairments thereof. Details of the estimation techniques used are set out in note 13 to the financial statements; these estimation techniques require assumptions in the preparation of budgets and forecasts, estimates of future growth rates and discount rates.

Measurement of the net book value of property, plant and equipment

This requires the identification of recoverable value, being the higher of value in use and fair value less costs to sell. The directors have assessed whether there has been any indication that property, plant and equipment may be impaired and have determined that there have been no indicators of impairment. Further details are provided in Note 12 to the Financial Statements.

Revenue and profit recognition on contracting activities

The Group recognises revenue and profit in accordance with IFRS 15, based on the allocation of the customer contract price to distinct performance obligations and recognising when the performance obligations are satisfied. Variations during the course of contracts are taken into account but invariably are only finalised at completion. This can lead to previous estimates being amended which may have an impact on the final profit or loss to be recognised on the contract. Details of trade and other receivables are set out in Note 17 to the Financial Statements.

Measurement of the fair value of assets and liabilities acquired with subsidiaries

An acquisition of a subsidiary requires an assessment of the fair value of identifiable assets and liabilities acquired. This includes identifiable intangible assets regardless of whether they are already recognised in the balance sheet of the acquired entity. The valuation of customer relationships requires estimates of future revenues, profitability, and discount rates. Details of acquisitions are set out in Note 25 to the Financial Statements.

Measurement of the discounted present value of deferred consideration

This requires an assessment of the future amounts payable for acquired subsidiaries under earn out agreements, which includes estimates of future profitability and discount rates. Details of deferred consideration payments are set out in Note 25 to the Financial Statements.

29 Off balance sheet arrangements

There are no parties with whom the Group or Company has contractual or other arrangements that are considered material to the Group or Company's financial position other than those arrangements disclosed in the financial statements.

RAF Cranwell, Lincolnshire – Jennings Roofing Ltd
Ashville College Sixth Form, Harrogate – H Peel & Sons Ltd

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