

ABM International (Holdings) Limited

Report and Financial Statements

Period Ended

31 October 2015

Company Number 09234078



ABM International (Holdings) Limited

**Report and financial statements
for the period ended 31 October 2015**

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Directors

E Patterson
A Donnell
M Bindeman

Secretary and registered office

S Hlavinka McConnell, George House, 75-83 Borough High Street, London, SE1 1NH

Company number

09234078

Auditors

BDO LLP, Kings Wharf, 20-30 Kings Road, Reading, Berkshire, RG1 3EX

Legal form

Private company limited by shares

Country of incorporation

England & Wales

ABM International (Holdings) Limited

Report of the directors for the period ended 31 October 2015

The directors present their report together with the audited financial statements for the period ended 31 October 2015. The company was incorporated on 24 September 2014.

Principal activities

The company is a wholly owned subsidiary of ABM UK Investments 2 LP, registered in England and Wales.

The company's principal activity is a holding company.

Results

The statement of comprehensive income is set out on page 5 and shows the loss for the year.

Post balance sheet events

On 20 November 2015 the company purchased the share capital of Westway Services Holdings (2014) Limited for consideration of £38,383,476.

On 9 December 2015, the company issued 200 ordinary shares of £1 each for a total consideration of £447,235.

On 13 June 2016 the company issued £67,085,197 of loan notes on the Bermuda Stock Exchange.

Directors

The directors of the company during the year were:

E Patterson (appointed 24 September 2014)
A Donnell (appointed 9 December 2015)
J Spencer (appointed 9 December 2015 and resigned 31 March 2016)
M Bindeman (appointed 9 December 2015)

Directors' responsibilities

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

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

In preparing these financial statements, the directors are required to:

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

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

ABM International (Holdings) Limited

Report of the directors
for the period ended 31 October 2015 (*continued*)

Disclosure of information to auditors

The directors as at the date of this report has taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the company's auditors are unaware.

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP were appointed as auditors in the period and are deemed to be reappointed under section 485 of the Companies Act 2006.

In preparing this directors' report advantage has been taken of the small companies' exemption.

On behalf of the board



M Bindeman

Director

Date *12 September 16*

ABM International (Holdings) Limited

Independent auditor's report

TO THE MEMBERS OF ABM INTERNATIONAL (HOLDINGS) LIMITED

We have audited the financial statements of ABM International (Holdings) Limited for the period from 24 September 2014 to 31 October 2015 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 October 2015 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements.

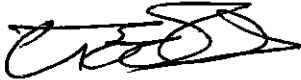
ABM International (Holdings) Limited

Independent auditor's report (*continued*)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements and the directors' report in accordance with the small companies regime and to the exemption from the requirement to prepare a strategic report.



*Christopher Pooles (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
Reading
United Kingdom*

Date: 13th September 2016

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

ABM International (Holdings) Limited

Statement of comprehensive income for the period ended 31 October 2015

	Note	24 September 2014 to 31 October 2015 £
Interest paid	6	(23,788)
Loss on ordinary activities before taxation		(23,788)
Taxation on loss from ordinary activities	7	-
Loss on ordinary activities after taxation and total comprehensive income for the financial period attributable to owners		(23,788)

There are no other recognised profits for the period other than those disclosed in the statement of comprehensive income and the statement of changes in equity.

The notes on pages 8 to 12 form part of these financial statements.

ABM International (Holdings) Limited

Statement of financial position at 31 October 2016

<i>Company number 09234078</i>	Note	£	£
Fixed assets			
Investments	8		59,189,796
Current assets			
Cash at bank and in hand		1	
Creditors: amounts falling due within one year	9	(57,832,449)	
Net current liabilities			(57,832,448)
Total assets less current liabilities			1,357,348
Creditors: amounts falling due after more than one year	10		(1,381,135)
Net liabilities			(23,787)
Capital and reserves			
Called up share capital			1
Profit and loss account			(23,788)
Shareholders' deficit			(23,787)

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

The financial statements were approved by the Board of Directors and authorised for issue on 12 September 16



M Blindeman
Director

The notes on pages 8 to 12 form part of these financial statements.

ABM International (Holdings) Limited

Statement of changes in equity for the period ended 31 October 2015

	Share capital £	Profit and loss account £	Total equity £
At 24 September 2014	-	-	-
Comprehensive income for the period			
Loss for the period	-	(23,788)	(23,788)
Total comprehensive income for the period attributable to owner	-	(23,788)	(23,788)
Contributions by and distributions to owners			
Issue of shares	1	-	1
Total contributions by and distributions to owners	1	-	1
At 31 October 2015	1	(23,788)	(23,787)

The notes on pages 8 to 12 form part of these financial statements.

ABM International (Holdings) Limited

Notes forming part of the financial statements
for the period ended 31 October 2015

1 Accounting policies

The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgement in applying the company's accounting policies.

Consolidated financial statements

The company is exempt under section 400 of the Companies Act 2006 for the requirement to prepare group financial statements as it is itself a subsidiary undertaking and is fully consolidated in the financial statements of ultimate parent company. These financial statements therefore present information about the company as an individual undertaking and not about its group.

Going concern

The financial statements have been prepared on a going concern basis. The company recorded a loss after taxation of £23,788 for its initial period of trading, had net current liabilities of £1,357,348 and had net liabilities of £23,787 at the balance sheet date.

The company is supported by its ultimate parent company. ABM Industries Incorporated has confirmed that it will continue to support the company for a period of at least 12 months from the date of approval of these financial statements.

The directors have prepared cash flow forecasts and considered the cash flow requirement for the company for a period including twelve months from the date of approval of these financial statements. After considering the projections the Board has a reasonable expectation that the company will be able to secure such additional borrowing that it may require and accordingly the Board considers it is appropriate to continue to adopt the going concern basis in preparing the financial statements.

Cash flow statement

In preparing the financial statements of the company, advantage has been taken of the disclosure exemption available in FRS 102 not to present a cash flow statement as the company is a member of a group whose ultimate parent prepares publicly available consolidated financial statements which include the company.

The following principal accounting policies have been applied:

Financial liabilities and equity

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form.

Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest rate method so that the amount charged is at a constant rate on the carrying amount.

ABM International (Holdings) Limited

Notes forming part of the financial statements
for the period ended 31 October 2015

1 Accounting policies (*continued*)

Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a charge attributable to an item of income or expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where timing differences relate to interests in subsidiaries, associates, branches and joint ventures and the group can control their reversal and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax.

Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2 Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following judgements:

- *Investments (see note 6)*

The most critical estimate, assumption and judgement relates to the determination of the carrying value of investments and whether there are indicators of impairment. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the subsidiaries.

3 Directors' remuneration

No directors' remuneration was paid by ABM International (Holdings) Limited. Directors' remuneration is borne by fellow group companies.

4 Employees

The company did not have any employees during the period.

ABM International (Holdings) Limited

Notes forming part of the financial statements
for the period ended 31 October 2015 (continued)

5 Auditor's remuneration

The audit fee for the company has been met in the year by ABM Industries Incorporated, the ultimate controlling party. The audit fee for the company for 2015 was £9,750.

6 Interest payable and similar charges	24 September 2014 to 31 October 2015 £
Loan note interest	<u>23,788</u>

7 Taxation on loss from ordinary activities

	24 September 2014 to 31 October 2015 £
<i>UK corporation tax</i>	
Current tax on profits of the period	-
Taxation on loss on ordinary activities	-

The tax assessed for the period is different to the standard rate of corporation tax in the UK applied to profit before tax. The differences are explained below:

	24 September 2014 to 31 October 2015 £
Loss on ordinary activities before tax	<u>(23,788)</u>
Loss on ordinary activities at the standard rate of corporation tax in the UK of 20.47%	(4,869)
Effects of:	
Adjust closing deferred tax to average rate of 20.47%	587
Deferred tax not recognised	<u>4,282</u>
Total tax charge for period	-

ABM International (Holdings) Limited

Notes forming part of the financial statements
for the period ended 31 October 2015 (continued)

8	Fixed asset investments	Subsidiary undertakings
		£
	Additions	59,189,796
	At 31 October 2015	<u>59,189,796</u>

The principal undertakings are as follows:

Name	Country of Incorporation	Ordinary share capital held	Nature of business
ABM Group UK Limited	England and Wales	100%	Holding of investments
Omni Serv Limited	England and Wales	100%	Aviation services provider
ABM Onsite Services ULC	Canada	100%	Holding company
ABM Facility Services UK Limited	England and Wales	100% (held by ABM Group UK Limited)	Facility management services
ABM Facility Services Scotland Limited	England and Wales	100% (held by ABM Group UK Limited)	Facility management services
GBM Services (Civic) Limited	Scotland	100% (held by ABM Group UK Limited)	Facility management services
Eclipse Contract Cleaning Limited	Scotland	100% (held by ABM Facility Services Scotland Limited)	Facility management services
Omniserv (Holland) B.V.	Netherlands	100% (held by Omni Serv Limited)	Dormant

9	Creditors: amounts falling due within one year	£
	Loan notes payable	57,808,661
	Accruals and deferred income	23,788
		<u>57,832,449</u>

10	Creditors: amounts falling due after more than one year	£
	Loan notes payable	<u>1,381,135</u>

The terms of repayment of the loan notes payable are:

		£
	Within one year	57,808,661
	Within two to five years	1,381,135
		<u>59,189,796</u>

ABM International (Holdings) Limited

Notes forming part of the financial statements
for the period ended 31 October 2015 (continued)

11 Financial Instruments

The company's financial instruments may be analysed as follows:

	£
Financial liabilities	
Financial liabilities measured at amortised cost	59,189,796

Financial liabilities measured at amortised cost comprise of loan notes payable.

12 Share capital

	£
<i>Allotted, called up and fully paid</i>	
1 ordinary share of £1 each	1

On incorporation on 24 September 2014, 1 ordinary share of £1 was issued at par value for cash consideration.

13 Reserves

The statement of comprehensive income represents cumulative profits, losses and total other recognised gains or losses made by the company.

14 Ultimate parent company and controlling party

The company's immediate parent undertaking is ABM UK Investments 2 LP, a partnership registered in England and Wales. The company's ultimate parent undertaking and ultimate controlling party is ABM Industries Incorporated, a company incorporated in United States of America.

ABM Industries Incorporated is both the smallest and largest group of undertakings for which consolidated accounts including results of the company are prepared. The consolidated financial statements of ABM Industries Incorporated are available to the public and may be obtained from 551 Fifth Avenue Suite 300, New York, NY10176.

15 Post balance sheet events

On 20 November 2015 the company purchased the share capital of Westway Services Holdings (2014) Limited for consideration of £38,383,476.

On 9 December 2015, the company issued 200 ordinary shares of £1 each for a total consideration of £447,235.

On 13 June 2016 the company listed £67,085,197 of loan notes on the Bermuda Stock Exchange.