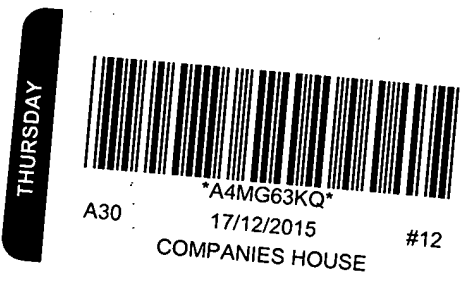


PEEL PORTS GROUP LIMITED

**Report and Financial Statements
For the year ended 31 March 2015**



REPORT AND FINANCIAL STATEMENTS

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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

T E Allison (Chairman)
I G L Charnock
H M M Mackenzie
S Underwood
S Vyas
J Whittaker
M Whitworth

COMPANY SECRETARY

C R Marrison Gill

REGISTERED OFFICE

Maritime Centre
Port of Liverpool
Liverpool
L21 1LA

BANKERS

The Royal Bank of Scotland PLC/
National Westminster Bank PLC
22 Castle Street
Liverpool
L2 0UP

AUDITOR

Deloitte LLP
Chartered Accountants and Statutory Auditor
Horton House
Exchange Street East
Liverpool
L2 3PG

STRATEGIC REPORT

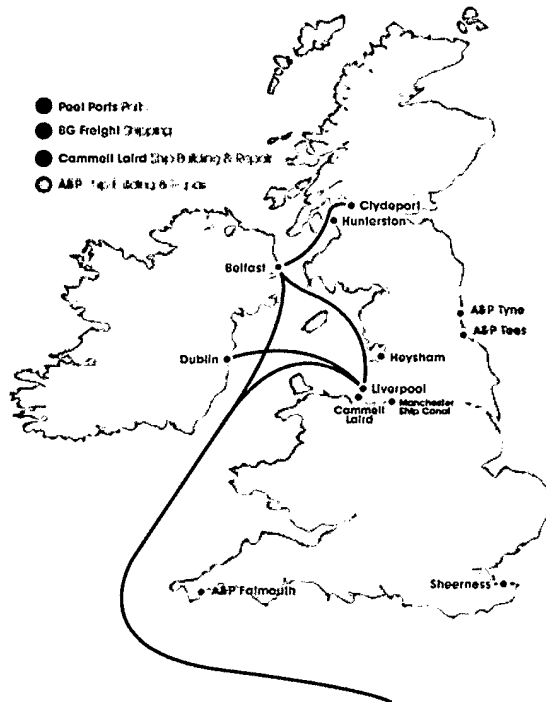
1. GROUP OVERVIEW AND PRINCIPAL ACTIVITIES

Ports

Peel Ports Group Limited and its subsidiaries (“the Group”) operate as the Statutory Harbour Authority for the Port of Liverpool, the Manchester Ship Canal, the River Medway, parts of the area along and around the River Clyde, Ardrossan Harbour, Twelve Quays at Birkenhead Docks and Heysham Port.

Port facilities, freight forwarding and cargo handling services are also provided in Dublin under concession.

The Group’s assets form a strategic hub centred on the Irish Sea, with locations in Liverpool, Dublin, Glasgow and along the Manchester Ship Canal. Linked by the Group’s short sea shipping services and the Manchester Ship Canal container vessel service, the Group’s assets provide direct access to the significant hinterland of North West England and the main RoRo services to Ireland. Additionally, the Port of Sheerness provides access to London and Clydeport to Central Scotland.



In addition to providing landlord services to the many leading businesses that operate from the Group’s port facilities, the Group also offers a value added logistics solution to a customer’s supply chain. This includes conservancy, pilotage, berthing, facilities rental, storage, cargo handling, marine services and shipping.

The Group handles a diverse range of cargoes including bulk liquids, bulk solids, automotive, energy, agribulks and containers.

STRATEGIC REPORT

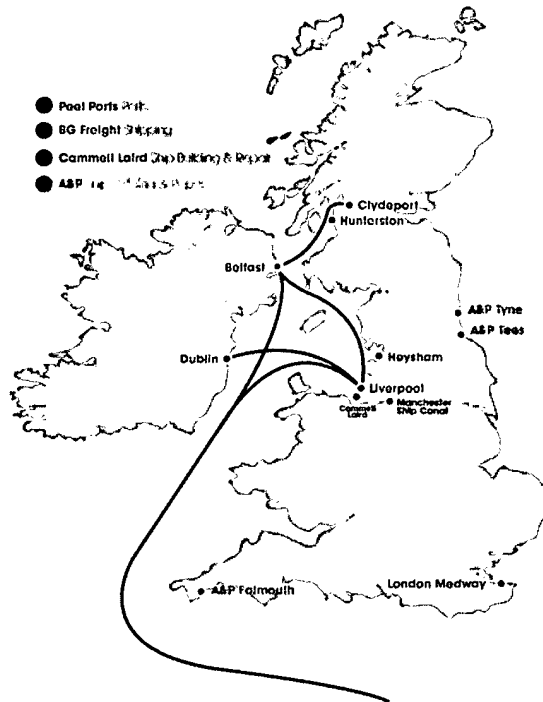
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STRATEGIC REPORT (CONTINUED)

1. GROUP OVERVIEW AND PRINCIPAL ACTIVITIES (CONTINUED)

Ports (continued)

The Group is undertaking a major investment in Liverpool2, a new deep-water container terminal. With the scheduled widening of the Panama Canal, and the potential for round the world trade routes that this might bring, the terminal will enable the Port of Liverpool to handle the world's largest container vessels. Total investment will be approximately £300m, part financed by a £150m loan secured from the European Investment Bank. In addition, the Group has been awarded a Regional Growth Fund grant of £35m as contribution to the cost of dredging the approach channel to the Mersey Estuary, of which £31m was received in the year (2014: £4m). By deepening the approach channel of the Mersey to 16 metres, it will allow access for post Panamax size container ships as well as widening the tidal access window for a range of other river users.

The combination of the Liverpool2 terminal with the Group's existing port assets and short sea shipping services in the Irish Sea, the Continent and along the Manchester Ship Canal is expected to provide significant advantages to both shipping lines, importers and exporters. It is estimated that 35 million consumers live within a radius of 150 miles of the Port of Liverpool.

Shipping

The Group's port operations are complemented by a shipping line division, providing short sea container services between the UK, Ireland and mainland Europe and feeder services between the UK and Ireland. Operating as BG Freight Line, based in Rotterdam these services charter vessels on a short-term basis to meet the needs of customers.

Marine Support Services

The Group's Marine Support Services division provides a range of marine services, including ship repair and marine engineering, to ship owners and operators. Cammell Laird's Birkenhead site expands across 130 acres and includes four dry docks. The company specialises in military ship refits, commercial ship repairs, upgrades and conversion and shipbuilding. Cammell Laird is also active in the industrial services and energy sectors. Atlantic & Peninsula Marine Services ("A&PMS"), owner of A&P Group Limited, is a leading engineering services and fabrication group, providing ship repair, ship conversion and marine services and specialising in the global marine and energy sectors. A&P Group operates from three sites across the UK, in the North East (Tyne and Tees) and South West (Falmouth).

Overview of financial performance for the year

Group operating profit was £136.0m, up £29.6m compared to £106.4m in 2014. Excluding exceptional items, the group operating profit was £137.3m up £14.8m compared to £122.5m in 2014. Profit after tax was £25.6m compared to a prior year loss after tax of £2.0m. The performance for the year has been robust, with an improved underlying performance.

The subsidiaries principally affecting the profits or net assets of the Group in the year are listed in note 31.

STRATEGIC REPORT (CONTINUED)

2. FINANCIAL REVIEW

2.1 Operating performance

The results for the year and the previous year, and the Group's key performance indicators, are summarised below:

| Continuing Operations: | 2015 £m | 2014 £m | Change £m | % |
|---|--------------|--------------|--------------|-------------|
| Turnover | 616.1 | 623.7 | (7.6) | (1.2) |
| Gross profit | 199.9 | 193.0 | 6.9 | 3.6 |
| EBITDA ¹ | 195.1 | 178.0 | 17.1 | 9.6 |
| Group operating profit before exceptional items | 137.3 | 122.5 | 14.8 | 12.1 |
| Group operating profit | <u>136.0</u> | <u>106.4</u> | <u>29.6</u> | <u>27.8</u> |
| | % | % | | |
| Gross profit margin | <u>32.4</u> | <u>30.9</u> | | |
| Tonnage throughput*: | | | | |
| Ports (millions) | 63.1 | 61.4 | 1.7 | 2.8 |
| Shipping (millions) | 4.2 | 4.2 | - | - |
| Total | <u>67.3</u> | <u>65.6</u> | <u>1.7</u> | <u>2.6</u> |

*Uses standard tonnage measures for the port industry.

The operating performance for the year ended 31 March 2015 reflects the following:

- Ports continued to deliver turnover and profit growth, underpinned by a diversified service offering and customer base, long term contracts and a significant level of guaranteed revenue.
- Turnover was lower in Shipping, which was impacted by the higher Euro to Sterling exchange rate during the year, and Marine Support Services, a lower gross margin division. Ports benefitted from strong turnover growth in the year.
- Although turnover was down slightly on the prior year, gross profit increased by 3.6% which together explain the increase in the gross profit margin from 30.9% to 32.4%.
- EBITDA¹ increased 9.6% from £178.0m to £195.1m and Group operating profit increased 27.8% from £106.4m to £136.0m. Excluding operating exceptional items in both years, the Group's underlying operating profit increased from £122.5m to £137.3m, an increase of 12.1%.
- Tonnage throughput increased slightly, up 2.6% compared to the prior year, with Ports' diverse range of cargos handled allowing for a robust year-on-year position.
- Operating cash flows were £169.5m, up from £155.4m in the prior year primarily as a result of increased activity levels.

¹ EBITDA is group operating profit before depreciation, amortisation of goodwill, statutory unrealised foreign currency gains and losses and operating exceptional items, and after other finance income arising from the defined benefit pension schemes and dividends received from joint ventures and before minority interest.

STRATEGIC REPORT (CONTINUED)

2 FINANCIAL REVIEW (CONTINUED)

2.1 Operating performance (continued)

- The Group invested £140.6m (2014: £90.8m) in capital expenditure, after taking into account grants received of £31.0m (2014: £4.0m). After corporation tax paid of £1.7m (2014: £4.4m), returns on investments and servicing of finance of £89.6m (2014: £87.9m), the payment of equity dividends of £78.8m (2014: £35.2m) and net financing inflows of £132.3m (2014: £92.7m inflow) the Group had cash balances of £69.4m (2014: £78.5m).
- The level of business activity for the Group has been good, and ahead of expectations that were set over a year ago. Economic indicators suggest that the outlook is positive with the Group well placed to benefit from general economic growth as well as from business specific initiatives.

2.2 Other financial developments

Other financial developments include:

- Progress has been made towards refinancing the Group's Term B loans, which were due for repayment in December 2017. The Group raised £105.0m from the issuance of private placement notes, with maturities ranging from 2026 to 2029, to prepay part of the Term B loans. In addition, the Group amended and extended certain of its bank facilities. With effect from 1 October 2014, the remaining Term Loan B of £315.0m was split into two facilities of £157.5m each. The final maturity dates of these facilities are in December 2017 and December 2019 respectively.
- Additionally, during the year the maturity date of the working capital facility has been extended to December 2019 and an additional £35m was raised through a 14 year final maturity Institutional Term Loan. Certain bank facilities were also re-priced in line with current market conditions. The Group also took the opportunity to extend by five years the mandatory break date on the interest rate swaps with a notional value of £420.0m, from December 2017 to December 2022.
- Restructuring of certain parts of the Group's operations to facilitate greater linkages between its strategic assets, resulted in an exceptional operating charge of £2.5m (2014: £3.8m).
- Pensions restructuring has resulted in an exceptional credit of £1.2m (2014: charge of £12.3m), of which a non-cash credit of £1.7m relates to the merging of A&PMS' three pension schemes into one scheme. The prior year exceptional charge of £12.3m related to the closure of the Group's main defined benefit pension scheme to future accrual (£10.1m non-cash charge) and other pensions-restructuring costs (£2.2m).
- Excluding grants received (see below), investment in capital expenditure totalled £171.6m (2014: £94.8m), with investment being made at all of the Group's ports. At the Port of Liverpool, this included the ongoing construction of the Liverpool2 deep-water container terminal and investment in new warehouse capacity. At the Port of Sheerness, an existing coolstore facility was converted into a warehouse for storing forest products and the Company invested in steel storage facilities. In Scotland investment continued to be made in the coal handling facilities at Hunterston.
- The Group received £31.0m (2014: £4.0m) of a £35.0m Regional Growth Fund grant award towards the cost of dredging the approach channel in the Mersey Estuary (part of the total cost of developing the Liverpool2 terminal referred to above).
- Dividend payments of £78.8m (2014: £35.2m) were paid during the year. These are set out below:

| | 2015 | 2014 |
|--|------|------|
| | £m | £m |
| Base dividends (2015 includes the prior year final declared dividend of £1.7m) | 24.9 | 23.2 |
| Interim special dividend due to over performance | 17.5 | - |
| | 42.4 | 23.2 |
| Interim dividends for biomass reinvestment (see below) | 36.4 | 12.0 |
| | 78.8 | 35.2 |

STRATEGIC REPORT (CONTINUED)

2 FINANCIAL REVIEW (CONTINUED)

2.2 Other financial developments (continued)

Interim dividends of £36.4m (2014: £12.0m) were paid in support of the Group's shareholders investment in a new fellow subsidiary of the Peel Ports Holdings (CI) Limited group of companies, established at the Port of Liverpool to build a biomass facility. Ligna Biomass Limited will procure the operations and maintenance services for the facility from The Mersey Docks and Harbour Company Limited, a subsidiary of the Group.

2.3 Financial position at the end of the year

- Net liabilities were £662.1m at 31 March 2015 (2014: £566.6m). In addition to the profit for the financial year of £21.0m (2014: loss of £6.3m), the net liability position has changed primarily because of an actuarial loss, net of tax, of £37.1m (2014: loss of £11.1m) relating to the Group's defined benefit pension schemes and the payment of interim dividends on ordinary shares of £78.8m (2014: £35.2m).

3. OTHER DEVELOPMENTS DURING THE YEAR AND FUTURE DEVELOPMENTS

Liverpool2

The new deep-water container terminal, called "Liverpool2", will enable the Port of Liverpool to handle container vessels of post Panamax capacity (up to 20,000 TEU), with draught up to 15m. It will increase port capacity from 0.9m TEU to 1.5m TEU in the first phase (operational in late 2015) and then to 2.4m TEU in the second phase (expected to be operational in 2019).

During the year, the Group signed an agreement with Shanghai-based Zhenhua Heavy Industries Co (ZPMC) to supply 17 'mega' cranes for the container port. Phase 1 will see 5 ship-to-shore megamax cranes and 12 cantilever rail mounted gantry cranes delivered. This new equipment will enable the handling of two vessels of up to 380m length simultaneously.

4. PRINCIPAL RISKS AND UNCERTAINTIES

4.1 Commercial

Economic outlook and market pressures

Ports

The regional ports within the Group each form part of a wider transport infrastructure. The key operational risk and uncertainty relates to the dependency upon the economic activity of the businesses and consumers within an economic geographic proximity of the ports. These consumers and businesses generate the trade which flows through the ports and when they are subject to economic cycles or, at the extreme, to failure, there is an unavoidable impact on the ports. In addition, the Group may be exposed to declining volumes in certain sectors, downward pricing pressure or the loss of major contracts.

The mitigation of this risk comes from the wide and diverse nature of customers, markets and products served by the ports. This has the effect of minimising the impact of a particular cycle or business failure and indeed one trade can hedge against another. In addition, the Group benefits from a high proportion of secure revenue from customers on long-term contracts at its port operations with no significant concentration of revenue or profits dependent on any one customer. Further, the Group continues to invest in maintaining and developing its facilities and services to meet the needs of its customers.

Shipping and Marine Support Services

For the Group's other divisions, there is a greater degree of commercial tendering for contracts which are typically of a shorter duration than those in the Ports division. In these divisions, the mitigation of this risk comes from developing a strong track record for delivering excellent service, ensuring operational efficiency and maintaining the flexibility to respond quickly to potential upsides and downsides.

STRATEGIC REPORT (CONTINUED)**4. PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)****4.2 Financial***Liquidity, cash flow and interest risks*

The key financial risk arises from the level of long-term debt held by the Group and the interest arising thereon. The Group's loans and loan note instruments with repayment dates between 3 October 2016 and 30 September 2046 ("long-term debt") amount to £1,502.4m (2014: £1,367.4m). The cash flow risk arising in connection with interest charges is mitigated through the use of interest rate and index-linked swaps. Further details can be found in note 17.

The directors consider that the combination of the swap instruments, stable trading of the ports business, effective working capital management and the investment in the asset base assists in managing the risks arising from the level of debt and variability in interest rates. The Group's bank loans and swap instruments are spread over a large number of banks and within the current facility agreements there are undrawn funds of £213m available, of which £67m is specific to the development of the Liverpool2 facility at the Port of Liverpool.

Credit risk

Financial risk also arises from credit extended to customers. This risk is mitigated by using strict credit control procedures, the imposition of appropriate credit limits and obtaining third party credit references.

Foreign exchange risk

The Group is exposed to translation and transaction foreign exchange risk. Transaction exposures, including those associated with forecast transactions, are hedged when known. The Group manages its foreign exchange exposure on a net basis, and, if required, uses forward foreign exchange contracts and financial instruments to reduce the exposure. If the hedging activity does not mitigate the exposure, then the results and the financial condition of the Group may be adversely impacted by foreign currency fluctuations. Whilst the aim is to achieve an economic hedge, the Group does not adopt an accounting policy of hedge accounting for these financial statements. The Group reviews its exposure to translation risk arising from its overseas investments on a continual basis and will enter into hedges if considered necessary.

Pensions risk

The Group operates defined benefit pension schemes and is party to a number of industry-wide defined benefit pension schemes. Modest changes to the assumptions used to value the schemes' assets and liabilities can have a significant effect on the asset or liability that the Group records. At 31 March 2015, the Group balance sheet recorded a pension liability, net of deferred taxation, of £80.9m (2014: £56.2m). The year-on-year increase in the net liability was primarily due to revised actuarial assumptions due to lower corporate bond yields, which are at historically low levels. The arrangements and the assumptions used are more fully explained in note 21 of the financial statements. Contribution rates are agreed with the trustees of each of the Group's schemes to enable deficits to be recovered over appropriate periods of time.

As noted previously, the Peel Ports Group Final Salary Pension Scheme closed to future accrual during the prior year. Benefits accrued by members prior to the closure were unaffected and liabilities for these continue to be recorded on the Group balance sheet.

Going concern

As referred to in note 1 to the financial statements, the directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future and for this reason they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

4.3 Operational*Capital expenditure projects*

The efficient management of the Group's projected capital expenditure will impact on the ability of the Group to complete projects on time and deliver the expected financial performance. In addition to the Group's own experience of completing capital projects, additional personnel with experience of managing major construction projects have been recruited to mitigate this risk.

STRATEGIC REPORT (CONTINUED)

4. PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)

4.3 Operational (continued)

Health and safety

In February 2015, there was a fatality at Clydeport's Hunterston facility. The Group is working closely with the authorities, primarily the Health & Safety Executive, to investigate the circumstances surrounding the incident and to ensure that we take appropriate steps to ensure, so far as is reasonably practicable, that our employees and others are not thereby exposed to risks to their health or safety. The nature of the Group's operations is such that there is always a possibility of accidents occurring. Some of the cargos which are handled are dangerous and need to be handled in accordance with specific procedures. The Board of Directors are committed to ensuring that the Group complies with all appropriate health and safety requirements and to achieving continuous improvement. The safety of our workforce, and anyone who enters our working environment, is an essential part of the Group's overall strategy.

4.4 Environmental

The Group is conscious of the impact of its operations on the environment. Necessary attention is given to environmental issues particularly when developing new projects, refurbishing existing properties and considering possible acquisitions. Design consultants are encouraged to promote good environmental performance with consideration given to environmental risk, energy consumption, the use of environmentally-friendly materials and the avoidance of materials hazardous to health.

On behalf of the Board

A handwritten signature in black ink, appearing to read 'I G L Charnock', written in a cursive style.

I G L Charnock
Director
6 July 2015

DIRECTORS' REPORT

This report contains the statutory information disclosed in addition to that set out in the separate Strategic Report. Information relating to the future development of the business, which would otherwise be included in the Directors' Report, is included in the Strategic Report.

DIVIDENDS

Dividends paid in the year totalled £78.8m (2014: £35.2m). Of these, £77.1m (2014: £35.2m) are interim dividends and £1.7m (2014: £nil) are final dividends declared in respect of the preceding financial year. A final dividend of £17.5m has been proposed (2014: £1.7m). As this had not been approved as at 31 March 2015 it is not included as a liability in these financial statements.

DIRECTORS

The directors who held office during the financial year and thereafter, except as noted, were as follows:

T E Allison (Chairman)
I G L Charnock
H M M Mackenzie
S Underwood
S Vyas
J Whittaker
M Whitworth

The Company maintains directors' and officers' liability insurance which provides insurance cover for the directors and officers of the Company and its subsidiaries against liabilities which they may incur personally as a consequence of claims made against them alleging breach of duty or other wrongful act or omission in their capacity as directors or officers.

EMPLOYEE INVOLVEMENT

The Group considers that employee involvement is essential to the continuing development and success of its business and uses a variety of methods to inform, consult and involve its employees. The primary communication channels for employees are within the Group's operating units and through group-wide in-house publications.

Applications for employment by disabled persons are given full consideration, having regard to the capabilities of the applicant. In the event of employees becoming disabled, every effort is made to provide them with employment in the Group and to arrange any necessary re-training. It is the policy of the Group that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of a person who does not suffer from any disability. Appropriate access and facilities are also provided for any disabled employees as required. Training programmes are in place to ensure that the Group has suitably qualified individuals to undertake the various operational tasks within the Group.

AUDITOR AND DISCLOSURE OF INFORMATION TO THE AUDITOR

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

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

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

DIRECTORS' REPORT (CONTINUED)

AUDITOR AND DISCLOSURE OF INFORMATION TO THE AUDITOR (CONTINUED)

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

On behalf of the Board

A handwritten signature in black ink, appearing to read 'I G L Charnock', written in a cursive style.

I G L Charnock
Director
6 July 2015

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual 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 Group and the Company and of the profit or loss of the Group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial information differs from legislation in other jurisdictions.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PEEL PORTS GROUP LIMITED

We have audited the financial statements of Peel Ports Group Limited for the year ended 31 March 2015 which comprise the consolidated profit and loss account, the consolidated statement of total recognised gains and losses, the reconciliation of movements in Group shareholder's deficit, the balance sheets, the consolidated cash flow statement, the reconciliation of Group cash flows to movement in net debt and the related notes 1 to 31. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

Respective responsibilities of directors and auditor

As explained more fully in the 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. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Group's and the parent Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and the Parent Company's affairs as at 31 March 2015 and of the Group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

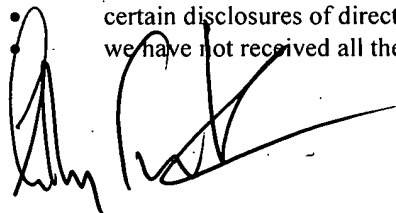
In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PEEL PORTS GROUP LIMITED

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 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 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.



Anthony Farnworth BA ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Liverpool, United Kingdom
6 July 2015

CONSOLIDATED PROFIT AND LOSS ACCOUNT
For the year ended 31 March 2015

| | Note | 2015 £m | 2014 £m |
|--|------|------------|------------|
| GROUP TURNOVER | 2 | 616.1 | 623.7 |
| GROSS PROFIT | | 199.9 | 193.0 |
| Other administrative expenses | | (62.6) | (70.5) |
| Exceptional items | 6 | (1.3) | (16.1) |
| Administrative expenses | | (63.9) | (86.6) |
| GROUP OPERATING PROFIT | 2, 3 | 136.0 | 106.4 |
| Share of operating profit of joint ventures | 2 | 0.3 | 0.3 |
| TOTAL OPERATING PROFIT: GROUP AND SHARE OF JOINT VENTURES | | 136.3 | 106.7 |
| Net interest and similar items | 7 | (95.7) | (102.8) |
| PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | | 40.6 | 3.9 |
| Tax on profit on ordinary activities | 8 | (15.0) | (5.9) |
| PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION | | 25.6 | (2.0) |
| Equity minority interests | 30 | (4.6) | (4.3) |
| PROFIT/(LOSS) FOR THE FINANCIAL YEAR | 20 | 21.0 | (6.3) |

The above results are derived from continuing operations.

The Group's turnover is stated net of turnover for joint ventures and the Group's reported net interest and similar items and taxation include the Group's share of joint ventures' net interest and similar items and taxation. These are not material to the Group and accordingly are separately disclosed in the notes to the financial statements.

CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
For the year ended 31 March 2015

| | Note | 2015 £m | 2014 £m |
|---|------|---------------|---------------|
| Result for the financial year | | | |
| - Group profit/(loss) | | 20.7 | (6.6) |
| - Joint ventures' profit | | 0.3 | 0.3 |
| | | <u>21.0</u> | <u>(6.3)</u> |
| Other recognised gains and losses | | | |
| Actuarial loss relating to Group pension schemes | 21 | (46.3) | (13.9) |
| Movement on deferred taxation relating to pension deficit | | 9.2 | 2.8 |
| Actuarial loss net of deferred taxation relating to joint venture pension schemes | 12 | (0.7) | - |
| Currency translation differences on foreign net investments | | (4.5) | (0.5) |
| | | <u>(42.3)</u> | <u>(11.6)</u> |
| Minority interest share of other recognised gains and losses | 30 | 1.3 | (0.2) |
| | | <u>(41.0)</u> | <u>(11.8)</u> |
| Total recognised gains and losses for the financial year | | <u>(20.0)</u> | <u>(18.1)</u> |

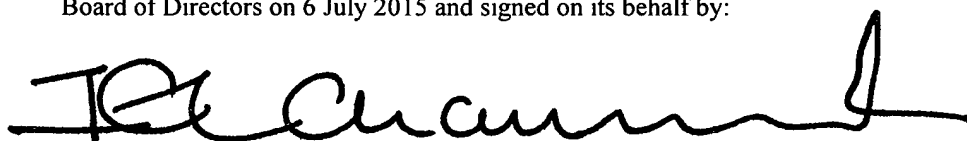
RECONCILIATION OF MOVEMENTS IN GROUP SHAREHOLDER'S DEFICIT
For the year ended 31 March 2015

| | | 2015 £m | 2014 £m |
|--|---|----------------|----------------|
| Profit/(loss) for the financial year | | 21.0 | (6.3) |
| Dividends | 9 | (78.8) | (35.2) |
| Other recognised net gains and losses for the financial year | | (41.0) | (11.8) |
| Net change in shareholder's deficit | | <u>(98.8)</u> | <u>(53.3)</u> |
| Opening shareholder's deficit | | <u>(573.7)</u> | <u>(520.4)</u> |
| Closing shareholder's deficit | | <u>(672.5)</u> | <u>(573.7)</u> |

BALANCE SHEETS
As at 31 March 2015

| | Note | Group | | Company | |
|--|------|------------|------------|------------|------------|
| | | 2015 £m | 2014 £m | 2015 £m | 2014 £m |
| FIXED ASSETS | | | | | |
| Intangible assets | 10 | 133.8 | 145.5 | - | - |
| Tangible assets | 11 | 954.3 | 813.2 | - | - |
| Interests in joint ventures: | 12 | | | | |
| - share of gross assets | | 4.5 | 5.0 | - | - |
| - share of gross liabilities | | (4.3) | (3.8) | - | - |
| | | 0.2 | 1.2 | - | - |
| Other investments | 12 | 0.7 | 0.7 | 337.5 | 337.5 |
| | | 1,089.0 | 960.6 | 337.5 | 337.5 |
| CURRENT ASSETS | | | | | |
| Short-term investments | 12 | 1.4 | 1.8 | - | - |
| Stocks | 13 | 3.9 | 3.0 | - | - |
| Debtors - due within one year | 14 | 116.9 | 120.1 | 111.9 | 111.2 |
| - due after more than one year | 14 | - | - | 123.0 | 123.0 |
| Cash at bank and in hand | | 69.4 | 78.5 | - | - |
| | | 191.6 | 203.4 | 234.9 | 234.2 |
| CREDITORS: amounts falling due within one year | 15 | (309.8) | (295.4) | (109.8) | (109.8) |
| NET CURRENT (LIABILITIES)/ASSETS | | (118.2) | (92.0) | 125.1 | 124.4 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 970.8 | 868.6 | 462.6 | 461.9 |
| CREDITORS: amounts falling due after more than one year | 16 | (1,524.3) | (1,362.7) | (123.0) | (123.0) |
| PROVISIONS FOR LIABILITIES | 18 | (27.7) | (16.3) | - | - |
| NET (LIABILITIES)/ASSETS EXCLUDING PENSION LIABILITY | | (581.2) | (510.4) | 339.6 | 338.9 |
| Pension liability | 21 | (80.9) | (56.2) | - | - |
| NET (LIABILITIES)/ASSETS INCLUDING PENSION LIABILITY | | (662.1) | (566.6) | 339.6 | 338.9 |
| CAPITAL AND RESERVES | | | | | |
| Called-up share capital | 19 | 337.5 | 337.5 | 337.5 | 337.5 |
| Merger reserve | 20 | (506.1) | (506.1) | - | - |
| Profit and loss account | 20 | (503.9) | (405.1) | 2.1 | 1.4 |
| TOTAL SHAREHOLDER'S (DEFICIT)/FUNDS | | (672.5) | (573.7) | 339.6 | 338.9 |
| Equity minority interests | 30 | 10.4 | 7.1 | - | - |
| CAPITAL EMPLOYED | | (662.1) | (566.6) | 339.6 | 338.9 |

The financial statements of Peel Ports Group Limited (company registration number 5965116), were approved by the Board of Directors on 6 July 2015 and signed on its behalf by:



I G L Charnock
Director

CONSOLIDATED CASH FLOW STATEMENT
For the year ended 31 March 2015

| | Note | 2015 £m | 2014 £m |
|---|------|------------|------------|
| Cash inflow from operational activities | 22 | 169.5 | 155.4 |
| Dividends from joint ventures | | 0.6 | - |
| Returns on investments and servicing of finance | 22 | (89.6) | (87.9) |
| Taxation paid | | (1.7) | (4.4) |
| Capital expenditure and financial investment | 22 | (140.6) | (90.8) |
| Equity dividends paid | 9 | (78.8) | (35.2) |
| Cash outflow before financing | | (140.6) | (62.9) |
| Financing | 22 | 132.3 | 92.7 |
| (Decrease)/increase in cash in the year | 23 | (8.3) | 29.8 |

RECONCILIATION OF GROUP CASH FLOWS TO MOVEMENT IN NET DEBT
For the year ended 31 March 2015

| | Note | 2015 £m | 2014 £m |
|---|-----------|------------|------------|
| (Decrease)/increase in cash in the year | 23 | (8.3) | 29.8 |
| Change in net debt arising from finance leases | 22, 23 | 0.1 | 0.9 |
| Cash inflow from increase in debt financing | 22 | (132.4) | (93.6) |
| Change in net debt resulting from cash flows | | (140.6) | (62.9) |
| Accretion payment accrued on index-linked swap | 7, 24 | (7.2) | (11.6) |
| Change in value of unamortised issue costs | 7, 17, 24 | (6.1) | (8.2) |
| Exchange differences | 23 | (0.8) | (0.1) |
| Change in net debt in the year | | (154.7) | (82.8) |
| Net debt brought forward | 23 | (1,296.1) | (1,213.3) |
| Net debt carried forward | 17, 23 | (1,450.8) | (1,296.1) |

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

1. ACCOUNTING POLICIES

These financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards. A summary of the principal Group accounting policies, which have been applied consistently throughout the current and prior financial years, is set out below.

Basis of preparation

In considering the appropriateness of the going concern basis of preparation, the directors have considered forecasts for the next twelve months following the date of the signing of the 2015 financial statements, which include detailed cash flow forecasts and working capital availability. These forecasts show that sufficient resources remain available to the business for the next twelve months. In addition, the directors note the following:

- the directors prepare and update detailed annual budgets, two year forecasts, and ten year strategic plans. Together these show that sufficient resources are available to the business and on this basis the directors continue to adopt the going concern assumption;
- at the balance sheet date, the Group has net liabilities of £662.1m (2014: £566.6m) which are principally attributed to the reorganisation of the Group in 2006 which was accounted for under merger accounting principles and resulted in the creation of a merger relief reserve of £506.1m;
- at the balance sheet date, the Group has borrowings of £1,379.4m (2014: £1,244.4m), which are subject to covenant restrictions. No breaches have occurred in the historical period or are forecast to occur. After taking account of reasonably possible changes in trading performance, the Group's forecasts and projections indicate that it is expected to continue to comply with covenant requirements for a period of at least 12 months from the date of approval of the financial statements;
- the Group's loans and loan note instruments have repayment dates between 3 October 2016 and 30 September 2046;
- in the year ended 31 March 2015, turnover decreased slightly, by £7.6m to £616.1m. Group operating profit increased by £29.6m to £136.0m;
- cash inflows generated in the year, together with utilisation of existing capital expenditure facilities, enabled the Group to finance fixed asset additions of £185.8m;
- at the balance sheet date the Group held £69.4m of cash balances and had undrawn loan facilities of £212.7m available, of which £66.7m is specific to the development of the Liverpool2 facility at the Port of Liverpool.

After making enquiries, the directors have formed a judgment, at the time of approving the financial statements, that there is a reasonable expectation that the Group and the Company have adequate resources to continue in operational existence for the foreseeable future. For this reason, the directors continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Group financial statements

Merger accounting principles were used when preparing the financial statements for the year ended 31 March 2005, when Peel Holdings (Ports) Limited was combined with Peel Ports Holdings Limited, and for the year ended 31 March 2007, when Peel Holdings (Ports) Limited combined with the Company. In both cases the combinations met the requirements for group reconstructions set out in FRS 6. Consequently, the results and cashflows in both cases were presented as if the entities had combined from the beginning of the financial period in which the merger occurred. All other subsidiaries were consolidated under acquisition accounting principles.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

1. ACCOUNTING POLICIES (CONTINUED)

Group financial statements (continued)

The Group financial statements consolidate the financial statements of the Company and its subsidiary undertakings made up to 31 March each year.

Results of subsidiary undertakings acquired or disposed of during the year are included from the date of acquisition or to the date of disposal to the extent of Group control.

The Group profit and loss account incorporates the Group's share of the results of joint ventures. In the Group balance sheet, the fixed asset investment in joint ventures represents the Group's share of net assets of those undertakings.

The separable net assets of subsidiary undertakings acquired and accounted for under acquisition accounting and joint ventures are included in the Group financial statements at their fair value to the Group at the date of acquisition including provisions and liabilities taken into consideration in assessing the fair value of the business acquired.

Intra-group turnover and profits are eliminated on consolidation.

As permitted by Section 400 of the Companies Act 2006, a separate profit and loss account for Peel Ports Group Limited is not presented. The profit of the Company for the financial year was £79.5m (2014: £34.8m) (note 20).

Goodwill

Goodwill arising on the acquisition of subsidiary undertakings, representing any excess of the fair value of the consideration given over the fair value of the identifiable assets and liabilities acquired, is capitalised as an intangible asset and written off to the profit and loss account on a straight line basis over its useful economic life, up to a maximum of twenty years. Provision is made for any impairment.

When the Group has acquired shares in other companies by the issue of shares, and the requirements of merger accounting have been satisfied, the Group has utilised the merger relief provisions available and the issue of shares has been recorded at the nominal value, any premium being credited to the merger reserve.

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets, excluding freehold and long-leasehold land and capital work in progress, at rates calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life as follows:

- operational buildings at rates varying between 1% and 4% per annum;
- plant and machinery at rates varying between 1% and 25% per annum;
- freehold and long-leasehold land is not depreciated; and
- no depreciation is charged on capital work in progress until the assets are available for use. On completion, such assets are transferred to the appropriate category of tangible fixed assets.

Residual value is calculated using prices prevailing at the date of acquisition.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

1. ACCOUNTING POLICIES (CONTINUED)

Fixed asset investments

Fixed asset investments in subsidiary undertakings are stated at cost less provision for impairment. Cost represents the aggregate cash consideration, costs incurred and either the fair value or the nominal value of shares issued.

Investments in joint ventures are accounted for using the gross equity method.

Listed investments and other investments are stated at cost to the Group less provision for impairment.

Income from fixed asset investments is recognised in the profit and loss account when dividends have been declared.

Stocks

Stocks are stated at the lower of cost and estimated net realisable value. Provision is made where necessary for obsolete, slow moving and defective stocks.

Long-term contracts

Amounts recoverable on long-term contracts, which are included in debtors, are stated at the net sales value of the work done less amounts received as progress payments on account. Excess progress payments are included in creditors as payments on account. Cumulative costs incurred net of amounts transferred to cost of sales, less provision for contingencies and anticipated future losses on contracts, are included as long-term contract balances in stock.

Government grants

Government grants received in respect of capital expenditure are credited to a deferred income account and released to the profit and loss account over the useful economic life of the assets to which they relate.

Leased assets

Assets acquired under finance leases are capitalised at a value equivalent to the cost incurred by the lessor and depreciated over their expected useful economic lives. Finance charges thereon are charged to the profit and loss account in the period in which they accrue. The capital element of the future lease payments is reflected within creditors. Costs in respect of operating leases are charged directly to the profit and loss account on a straight-line basis over the lease term.

Finance costs

Interest-bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Issue costs associated with borrowings are charged to the profit and loss account over the term of the borrowings and represent a constant proportion of the balance of capital repayments outstanding. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the profit and loss account using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise. Accrued finance costs attributable to borrowings where the maturity at the date of issue is less than 12 months are included in accrued charges within current liabilities. For all other borrowings, accrued finance charges and issue costs are added to the carrying value of those borrowings.

Finance costs which are directly attributable to the construction of tangible fixed assets are capitalised as part of the cost of those assets. The commencement of capitalisation begins when both finance costs and expenditures for the asset are being incurred and activities that are necessary to get the asset ready for use are in progress. Capitalisation ceases when substantially all the activities that are necessary to get the asset ready for use are complete.

Foreign currencies

Assets and liabilities denominated in foreign currencies, including overseas investments, are translated into sterling at rates applicable at the balance sheet date or forward foreign exchange contract rates as appropriate. The results of overseas operations are converted at average rates applicable during the year. Gains and losses arising in the ordinary course of business are included in operating profit, and those on the translation of assets, liabilities and reserves of overseas companies are shown as a movement on reserves.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

1. ACCOUNTING POLICIES (CONTINUED)

Derivatives

The Group uses interest rate swaps and cross currency swaps to adjust interest rate exposures and to reduce exposure to foreign currency exchange risk on foreign currency debt instruments. The Group does not hold or issue derivative financial instruments for speculative purposes.

For an interest rate swap to be treated as a hedge the instrument must be related to actual assets or liabilities or a probable commitment and must change the nature of the interest rate by converting a variable rate to a fixed rate or vice versa. Interest differentials under these swaps are recognised by accruing within net interest and similar items.

For a cross currency swap to be treated as a hedge the instrument must be related to actual foreign currency assets or liabilities involving the same or similar currencies as the hedged item and must also reduce the risk of foreign currency exchange movements. Gains and losses arising on these contracts are deferred and recognised in the profit and loss account only when the hedged transaction has itself been reflected in the Group's financial statements.

Swaps are not revalued to fair value or recognised on the balance sheet at the year end. If they are terminated early, the gain/loss is spread over the remaining maturity of the original instrument.

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions:

- provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable; and
- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Turnover

Turnover is stated net of VAT, rebates and trade discounts. Turnover from the sale of goods and services is recognised when the significant risks and benefits of ownership of the product have transferred to the buyer or the service has been discharged, which may be upon shipment, completion of the product or the product being ready for delivery, based on specific contract terms. Where a contract has only been partially completed at the balance sheet date turnover represents the value of the service provided to date based on a proportion of the total contract value. Where payments are received from customers in advance of services provided, the amounts are recorded as Deferred Income and included as part of Creditors due within one year. Rental income comprises property rental income and rental premiums, which are accounted for on an accruals basis.

Profit is recognised on long-term contracts, if the final outcome can be assessed with reasonable certainty, by including in the profit and loss account turnover and related costs as contract activity progresses. Turnover is calculated by reference to the value of work performed to date as a proportion of the total contract value.

Pension costs

The cost of the Group's money purchase pension arrangements is charged to the profit and loss account on the basis of contributions payable in respect of the accounting period. The Group also operates defined benefit schemes which require contributions to be made to separately administered funds. These have been accounted for under the requirements of FRS 17 "Retirement Benefits" ("FRS 17").

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

1. ACCOUNTING POLICIES (CONTINUED)

Pension costs (continued)

Under FRS 17, the defined benefit scheme assets are measured using market values. Pension scheme liabilities are measured using the projected unit method and are discounted at the current rate of return on a high quality corporate bond of equivalent term and currency to the liability. Any increase in the present value of the Group's defined benefit pension scheme liabilities expected to arise from employee service in the period is charged against operating profit. The expected return on the schemes' assets and the increases during the period in the present value of the schemes' liabilities arising from the passage of time are included in other finance income. Actuarial gains and losses are recognised in the statement of total recognised gains and losses.

The Group recognises an asset in respect of any surplus, being the excess of the value of the assets in the schemes over the present value of the schemes' liabilities, only to the extent that it is able to recover the surplus, either through reduced contributions in the future or from refunds from the schemes.

The Group also participates in a number of industry-wide defined benefit pension schemes. Where the Group is unable to determine its share of the assets and liabilities on a consistent and reliable basis it accounts for these schemes as defined contribution schemes. Further information on these schemes is contained within note 21.

2. SEGMENTAL ANALYSIS

| | 2015 | 2014 |
|---|---------------------|---------------------|
| | £m | £m |
| Turnover | | |
| Port and canal income | 274.9 | 260.1 |
| Marine Support Services income | 205.9 | 221.4 |
| Shipping and transport income | 95.8 | 101.4 |
| Gross rental income | 29.6 | 32.0 |
| Other trading income | 9.9 | 8.8 |
| | <u>616.1</u> | <u>623.7</u> |
| Direct costs | <u>(416.2)</u> | <u>(430.7)</u> |
| Gross profit | <u>199.9</u> | <u>193.0</u> |
| Administrative expenses | | |
| Other administrative expenses | (50.6) | (56.4) |
| Pension funds service costs (note 21) | (0.3) | (2.4) |
| Amortisation of goodwill (note 10) | (11.7) | (11.7) |
| Exceptional items (note 6) | (1.3) | (16.1) |
| | <u>(63.9)</u> | <u>(86.6)</u> |
| Group operating profit | 136.0 | 106.4 |
| Share of operating profit of joint venture companies | 0.3 | 0.3 |
| Total operating profit (including Group's share of joint ventures' operating profit) | <u>136.3</u> | <u>106.7</u> |

Turnover does not include the Group's share of turnover arising from joint venture companies amounting to £2.3m (2014: £2.3m). Sales between segments are immaterial and are therefore not separately disclosed.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

2. SEGMENTAL ANALYSIS (CONTINUED)

| | 2015 | 2015 | 2015 | 2014 | 2014 | 2014 |
|--|---------|---------|---------|---------|---------|---------|
| | UK | Rest of | Total | UK | Rest of | Total |
| | £m | Europe | £m | £m | Europe | £m |
| | | £m | | | £m | |
| Turnover by destination | 520.7 | 95.4 | 616.1 | 525.5 | 98.2 | 623.7 |
| Operating profit excluding exceptional items | 130.4 | 6.9 | 137.3 | 115.7 | 6.8 | 122.5 |
| Exceptional items | (1.3) | - | (1.3) | (16.1) | - | (16.1) |
| Group operating profit | 129.1 | 6.9 | 136.0 | 99.6 | 6.8 | 106.4 |
| Share of joint ventures' operating profit | 0.3 | - | 0.3 | 0.3 | - | 0.3 |
| Net interest payable and similar items | (95.7) | - | (95.7) | (102.7) | (0.1) | (102.8) |
| Profit/(loss) on ordinary activities before taxation | 33.7 | 6.9 | 40.6 | (2.8) | 6.7 | 3.9 |
| Net (liabilities)/assets | (695.0) | 32.9 | (662.1) | (595.5) | 28.9 | (566.6) |

3. GROUP OPERATING PROFIT

| | 2015 | 2014 |
|--|-------|------|
| | £m | £m |
| Group operating profit is stated after charging/(crediting): | | |
| Depreciation - owned assets | 42.5 | 40.3 |
| - leased assets | 0.1 | 0.9 |
| Amortisation of goodwill | 11.7 | 11.7 |
| Hire of plant and machinery under operating leases | 21.9 | 25.4 |
| Hire of other assets under operating leases | 9.5 | 8.4 |
| Foreign currency exchange (gains)/losses | (0.7) | 0.2 |

Foreign currency exchange gains of £0.7m (2014: loss of £0.2m) includes statutory unrealised foreign currency exchange gains of £1.4m (2014: £nil) and trading foreign currency losses of £0.7m (2014: £0.2m)

| | 2015 | 2014 |
|--|------|------|
| | £m | £m |
| Fees payable to the Group's auditor for the audit of the Group's annual financial statements | 0.4 | 0.4 |
| Fees payable to the Group's auditor for non-audit services: | | |
| Taxation services | 0.1 | 0.2 |
| Corporate finance services | - | 0.1 |
| Other services | 0.2 | 0.2 |
| | 0.3 | 0.5 |

The disclosures above are for the Group. The Company is not required, in its individual financial statements, to separately disclose information about fees for non-audit services provided to the Company because the consolidated financial statements are required to disclose such fees on a consolidated basis. The auditor's remuneration for audit work, carried out on behalf of the Company, of £10,000 (2014: £10,000) was borne by a subsidiary undertaking.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

4. EMPLOYEE INFORMATION

The average monthly number of persons employed by the Group during the year was as follows:

| | 2015 | 2014 |
|----------------|---------------|---------------|
| | Number | Number |
| Administration | 370 | 423 |
| Operational | 2,279 | 2,322 |
| | <u>2,649</u> | <u>2,745</u> |

The staff costs for the above persons were:

| | 2015 | 2014 |
|---|--------------|--------------|
| | £m | £m |
| Wages and salaries | 100.1 | 101.9 |
| Social security costs | 10.9 | 10.2 |
| Pension funds service costs (note 21) | 0.3 | 2.4 |
| Other pension costs - Group pension schemes | 5.9 | 3.8 |
| | <u>117.2</u> | <u>118.3</u> |

The Company had no employees during the year or during the previous year.

5. DIRECTORS' REMUNERATION

The remuneration of the directors of the Group was as follows:

| | 2015 | 2014 |
|--|--------------|--------------|
| | £'000 | £'000 |
| Emoluments | 1,877 | 1,561 |
| Group contribution to defined contribution pension schemes | 80 | 122 |
| | <u>1,957</u> | <u>1,683</u> |

At 31 March 2015 retirement benefits are accruing to one director (2014: one) under a Group defined benefit pension scheme and to two directors under a defined contribution scheme (2014: two).

The above analysis excludes the emoluments of directors who are remunerated by undertakings outside of the Peel Ports Group Limited group of companies and have to account in turn to those undertakings.

The remuneration of the highest paid director was as follows:

| | 2015 | 2014 |
|--|--------------|--------------|
| | £'000 | £'000 |
| Emoluments | 1,116 | 905 |
| Group contribution to defined contribution pension schemes | 33 | 74 |
| | <u>1,149</u> | <u>979</u> |

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

6. EXCEPTIONAL OPERATING COSTS

| | 2015 | 2014 |
|--------------------------------------|-------------|-------------|
| | £m | £m |
| Restructuring costs | 2.5 | 3.8 |
| Pension restructuring (credit)/costs | (1.2) | 12.3 |
| | <u>1.3</u> | <u>16.1</u> |

Restructuring expenses comprise redundancy and other costs incurred in connection with the streamlining and reorganisation of activities as part of a strategic review of the Group's operations. Included within the 2014 pension restructuring costs of £12.3m is a non-cash curtailment loss of £10.1m, arising from the closure of the Peel Ports Final Salary Pension Scheme to future accrual (see note 21). The 2015 pension restructuring credit of £1.2m includes a non-cash settlement credit of £1.7m, which arose as a result of the merger of the three A&PMS pension schemes into one scheme with three sections (see note 21).

7. NET INTEREST AND SIMILAR ITEMS

| | 2015 | 2014 |
|--|--------------|--------------|
| | £m | £m |
| Interest payable: | | |
| Accretion payment accrued on index-linked swap (note 17) | 7.2 | 11.6 |
| Other interest on bank loans and overdrafts | 57.2 | 58.2 |
| Interest on private placement notes | 22.6 | 18.5 |
| | <u>87.0</u> | <u>88.3</u> |
| Bank loans, overdrafts and private placement notes | 87.0 | 88.3 |
| Amortisation of debt issue costs (note 17) | 6.1 | 8.2 |
| 9% subordinated redeemable loan notes: | | |
| Payable to group undertakings | 5.5 | 5.5 |
| Payable to related undertakings | 5.5 | 5.5 |
| Finance leases | - | 0.1 |
| | <u>104.1</u> | <u>107.6</u> |
| Finance costs capitalised | (3.2) | (1.9) |
| Total interest payable | <u>100.9</u> | <u>105.7</u> |
| Interest receivable: | | |
| Group interest receivable and similar income | (0.9) | (0.6) |
| Total interest receivable | <u>(0.9)</u> | <u>(0.6)</u> |
| Other finance income (note 21): | | |
| Expected return on pension scheme assets | (30.9) | (27.7) |
| Interest cost on pension scheme liabilities | 26.6 | 25.4 |
| Total other finance income | <u>(4.3)</u> | <u>(2.3)</u> |
| Net interest and similar items | <u>95.7</u> | <u>102.8</u> |

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

8. TAX ON PROFIT ON ORDINARY ACTIVITIES

| | 2015 | 2014 |
|--|-------------|-------------|
| | £m | £m |
| Current tax: | | |
| <i>United Kingdom</i> | | |
| UK corporation tax | 0.1 | 0.1 |
| <i>Foreign tax</i> | | |
| Corporation tax | 0.5 | 0.4 |
| <i>Other current tax</i> | | |
| Adjustments in respect of previous years | - | (0.5) |
| Group current tax charge | <u>0.6</u> | - |
| Share of joint venture current tax | - | - |
| Total current tax charge | <u>0.6</u> | - |
| Deferred tax: | | |
| Origination and reversal of timing differences - United Kingdom | 11.0 | 6.0 |
| Adjustment in respect of prior years | 0.4 | (0.1) |
| Change of UK tax rate | - | (1.5) |
| Pension cost relief in excess of/(less than) pension cost charge | 3.0 | (0.2) |
| Pension cost relief – change of UK tax rate | - | 1.7 |
| Total deferred tax charge | <u>14.4</u> | <u>5.9</u> |
| Total tax on profit on ordinary activities | <u>15.0</u> | <u>5.9</u> |

Excluding deferred tax items relating to the defined benefit pension schemes and to joint ventures, the deferred tax charge is £11.4m (2014: £4.4m) (note 18).

A reduction in the rate of UK corporation tax from 21% to 20% with effect from 1 April 2015 was enacted in 2013. The deferred tax balances as at 31 March 2015 have been calculated at a rate of 20% (2014: 20%).

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

8. TAX ON PROFIT ON ORDINARY ACTIVITIES (CONTINUED)

Reconciliation of current tax charge

The tax assessed for the year is lower (2014: lower) than that arising from applying the standard rate of UK corporation tax of 21% (2014: 23%). The differences are explained below:

| | 2015 £m | 2014 £m |
|---|------------|------------|
| Profit on ordinary activities before taxation | 40.6 | 3.9 |
| Profit on ordinary activities multiplied by the standard rate of UK corporation tax of 21% (2014: 23%). | 8.5 | 0.9 |
| Effects of: | | |
| Depreciation (lower than)/in excess of capital allowances | (0.9) | 1.3 |
| Expenses not deductible for tax purposes | 8.1 | 7.5 |
| Other timing differences | (10.7) | (8.4) |
| Adjustments in respect of prior years | - | (0.5) |
| Adjustments in respect of foreign tax rates | (1.3) | (1.3) |
| Pension relief (in excess of)/lower than pension charge | (3.1) | 0.5 |
| Current tax charge | 0.6 | - |

9. EQUITY DIVIDENDS

| | 2015 £m | 2014 £m |
|--|-------------|-------------|
| Final ordinary dividends paid of £0.005 (2014: £nil) per share | 1.7 | - |
| Interim ordinary dividends paid of £0.228 (2014: £0.104) per share | 77.1 | 35.2 |
| | 78.8 | 35.2 |

A final ordinary dividend of £0.052 per share (2014: £0.005), amounting to a total dividend of £17.5m (2014: £1.7m) was proposed by the shareholders after 31 March 2015. These financial statements do not reflect this dividend payable.

10. INTANGIBLE FIXED ASSETS

| Group | Goodwill £m |
|-----------------------------------|------------------------|
| Cost | |
| At 1 April 2014 and 31 March 2015 | 234.3 |
| Amortisation | |
| At 1 April 2014 | 88.8 |
| Charge for the year | 11.7 |
| At 31 March 2015 | 100.5 |
| Net book amount | |
| At 31 March 2015 | 133.8 |
| At 31 March 2014 | 145.5 |

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

11. TANGIBLE FIXED ASSETS

| Group | Freehold and long leasehold land and buildings £m | Plant and machinery £m | Capital work in progress £m | Total £m |
|--|--|-----------------------------------|--|---------------------|
| Cost | | | | |
| At 1 April 2014 | 748.1 | 245.6 | 92.3 | 1,086.0 |
| Additions | 5.3 | 10.0 | 170.5 | 185.8 |
| Disposals | (9.9) | (4.1) | - | (14.0) |
| Transfer from capital work in progress | 4.5 | 15.2 | (19.7) | - |
| Exchange difference | (0.7) | (2.8) | - | (3.5) |
| At 31 March 2015 | <u>747.3</u> | <u>263.9</u> | <u>243.1</u> | <u>1,254.3</u> |
| Depreciation | | | | |
| At 1 April 2014 | 156.1 | 116.7 | - | 272.8 |
| Charge for the year | 22.0 | 20.6 | - | 42.6 |
| Disposals | (9.7) | (3.7) | - | (13.4) |
| Reclassification | (4.5) | 4.5 | - | - |
| Exchange difference | (0.3) | (1.7) | - | (2.0) |
| At 31 March 2015 | <u>163.6</u> | <u>136.4</u> | <u>-</u> | <u>300.0</u> |
| Net book amount | | | | |
| At 31 March 2015 | <u>583.7</u> | <u>127.5</u> | <u>243.1</u> | <u>954.3</u> |
| At 31 March 2014 | <u>592.0</u> | <u>128.9</u> | <u>92.3</u> | <u>813.2</u> |

Cumulative finance costs capitalised in the cost of tangible fixed assets amount to £5.2m (2014: £2.0m).

Leased assets

Included within plant and machinery are leased assets with a net book value of £nil (2014: £1.2m).

Non-depreciable land

Included within tangible fixed assets is freehold and long-leasehold land, which is not subject to depreciation, which amounted to £152.3m (2014: £152.3m).

The Company has no tangible fixed assets.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

12. INVESTMENTS

| | Group | | Company | |
|----------------------------|------------|------------|--------------|--------------|
| | 2015 £m | 2014 £m | 2015 £m | 2014 £m |
| Subsidiary undertakings | - | - | 337.5 | 337.5 |
| Joint venture undertakings | 0.2 | 1.2 | - | - |
| Other investments | 0.7 | 0.7 | - | - |
| | <u>0.9</u> | <u>1.9</u> | <u>337.5</u> | <u>337.5</u> |
| Short-term investments | <u>1.4</u> | <u>1.8</u> | <u>-</u> | <u>-</u> |

Details of investments of the Group in its subsidiary undertakings and joint ventures are given in note 31.

Subsidiary undertakings

**Company
£m**

Cost and net book value

At 1 April 2014 and at 31 March 2015

337.5

The Company holds an investment in 337,492,988 ordinary shares of £1 each in Peel Ports Intermediate Holdco Limited, representing the entire issued share capital of that company.

Joint venture undertakings

**Group
£m**

At 1 April 2014

1.2

Share of results for the year

0.3

Share of actuarial loss net of deferred tax relating to defined benefit pension scheme

(0.7)

Dividends received

(0.6)

At 31 March 2015

0.2

The turnover and net assets of the joint ventures amounted to £2.3m (2014: £2.3m) and £0.4m (2014: £1.2m) respectively.

Other investments

**Group
£m**

At 1 April 2014 and at 31 March 2015

0.7

Included within other investments is £0.6m (2014: £0.6m) of listed investments. At 31 March 2015, the market value of these investments, based on the closing middle-market price on the London Stock Exchange, was £0.7m (2014: £0.7m).

Short-term investments

**Group
2015
£m**

Short-term investments

1.4

Short-term investments comprise £1.4m (2014: £1.8m) of cash held on short-term deposit which acts as collateral for certain floating-rate guaranteed loan notes (note 17(b)). This cash is only available for redemption of those floating-rate guaranteed loan notes.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

13. STOCKS

| | Group | |
|-------------------------------|-------|------|
| | 2015 | 2014 |
| | £m | £m |
| Raw materials and consumables | 3.9 | 3.0 |

There is no material difference between the balance sheet value of stocks and their replacement cost.

The Company has no stocks.

14. DEBTORS

| | Group | | Company | |
|--|--------------|--------------|--------------|--------------|
| | 2015 | 2014 | 2015 | 2014 |
| | £m | £m | £m | £m |
| Amounts falling due within one year: | | | | |
| Trade debtors | 69.6 | 78.4 | - | - |
| Amounts recoverable on contracts | 23.7 | 18.5 | - | - |
| Amounts owed by group undertakings | - | - | 111.9 | 111.2 |
| Amounts owed by non-ports group undertakings | 1.7 | 2.0 | - | - |
| Other debtors | 13.0 | 8.4 | - | - |
| Prepayments and accrued income | 8.2 | 10.4 | - | - |
| Corporation tax recoverable | 0.7 | 2.4 | - | - |
| | <u>116.9</u> | <u>120.1</u> | <u>111.9</u> | <u>111.2</u> |
| Amounts falling due after more than one year: | | | | |
| Amounts owed by Group undertakings | - | - | 123.0 | 123.0 |
| | <u>116.9</u> | <u>120.1</u> | <u>234.9</u> | <u>234.2</u> |

Amounts owed by Group undertakings falling due after more than one year relate to a loan made to a subsidiary undertaking. The loan bears interest at 9% per annum and is repayable in full on 30 September 2046.

15. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | Group | | Company | |
|--|--------------|--------------|--------------|--------------|
| | 2015 | 2014 | 2015 | 2014 |
| | £m | £m | £m | £m |
| Bank loans | 28.0 | 13.0 | - | - |
| Other loans | - | 0.2 | - | - |
| Floating-rate guaranteed loan note instruments | 1.4 | 1.8 | - | - |
| Finance leases | - | 0.1 | - | - |
| Loan amounts owed to group undertakings | 11.0 | 11.0 | 11.0 | 11.0 |
| Debt falling due within one year (note 17(b)) | <u>40.4</u> | <u>26.1</u> | <u>11.0</u> | <u>11.0</u> |
| Trade creditors | 48.1 | 53.5 | - | - |
| Amounts owed to group undertakings | 93.3 | 93.3 | 93.3 | 93.3 |
| Amounts owed to non-ports group undertakings | 1.3 | 1.3 | - | - |
| Corporation tax | - | 2.9 | - | - |
| Taxation and social security | 4.7 | 4.6 | - | - |
| Other creditors | 23.4 | 27.0 | - | - |
| Accruals and deferred income | 98.6 | 86.7 | 5.5 | 5.5 |
| | <u>309.8</u> | <u>295.4</u> | <u>109.8</u> | <u>109.8</u> |

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

16. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

| | Group | | Company | |
|---|----------------|----------------|--------------|--------------|
| | 2015 £m | 2014 £m | 2015 £m | 2014 £m |
| Bank loans | 790.9 | 772.1 | - | - |
| Private placement loans | 535.6 | 430.6 | - | - |
| Accretion payment accrued on index-linked swaps | 27.6 | 20.4 | - | - |
| 9% subordinated redeemable loan notes due to group undertakings | 61.6 | 61.6 | 61.6 | 61.6 |
| 9% subordinated redeemable loan notes due to related undertakings | 61.4 | 61.4 | 61.4 | 61.4 |
| Other loans | 4.1 | 4.2 | - | - |
| Debt falling due after more than one year (note 17(b)) | 1,481.2 | 1,350.3 | 123.0 | 123.0 |
| Accruals and deferred income | 43.1 | 12.4 | - | - |
| | <u>1,524.3</u> | <u>1,362.7</u> | <u>123.0</u> | <u>123.0</u> |

Included within accruals and deferred income is £35.0m of grant assistance received from the Regional Growth Fund, of which £31.0m was received during the year ended 31 March 2015 (2014: £4.0m).

17. LOANS AND OTHER BORROWINGS

| | Group | |
|--|----------------|----------------|
| | 2015 £m | 2014 £m |
| (a) Financial liabilities | | |
| Bank loans | 818.9 | 785.1 |
| Private placement loans | 535.6 | 430.6 |
| Accretion payment accrued on index-linked swaps | 27.6 | 20.4 |
| 9% subordinated redeemable loan notes 2046: | | |
| Due to group undertakings | 61.6 | 61.6 |
| Due to related undertakings | 61.4 | 61.4 |
| Loan amounts due to group undertaking | 11.0 | 11.0 |
| Floating-rate guaranteed loan note instruments 2015 | 1.4 | 1.8 |
| Perpetual debenture stocks | 2.2 | 2.2 |
| 3% irredeemable loan stock | 1.2 | 1.2 |
| 3.625% irredeemable debenture stock | 0.7 | 0.7 |
| Other loans | - | 0.3 |
| Finance lease obligations | - | 0.1 |
| | <u>1,521.6</u> | <u>1,376.4</u> |
| (b) Analysis of Group net debt | | |
| Financial liabilities falling due within one year (note 15) | 40.4 | 26.1 |
| Financial liabilities falling due after more than one year (note 16) | 1,481.2 | 1,350.3 |
| Total financial liabilities | <u>1,521.6</u> | <u>1,376.4</u> |
| Cash at bank and in hand | (69.4) | (78.5) |
| Short-term deposits held as guarantee against floating-rate guaranteed loan note instruments (note 12) | (1.4) | (1.8) |
| Group net debt | <u>1,450.8</u> | <u>1,296.1</u> |

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

17. LOANS AND OTHER BORROWINGS (CONTINUED)

| | Group | |
|--|---------|---------|
| | 2015 | 2014 |
| | £m | £m |
| (c) Maturity of financial liabilities | | |
| Net obligations under finance leases are payable as follows: | | |
| In one year or less | - | 0.1 |
| Maturity of other financial liabilities: | | |
| In one year or less or on demand | 40.4 | 26.0 |
| In more than one year, but not more than two years | 30.3 | 0.2 |
| In more than two years, but not more than five years | 476.3 | 438.7 |
| In more than five years not by instalments | 974.6 | 911.4 |
| | 1,521.6 | 1,376.3 |
| Financial liabilities, net of unamortised issue costs and finance charges allocated to future periods | 1,521.6 | 1,376.4 |
| Unamortised issue costs | 24.8 | 28.7 |

Bank loans and private placement notes

At 31 March 2015, financial liabilities include bank loans totalling £843.7m (2014: £813.8m), of which £28.0m (2014: £13.0m) is due for repayment within one year and £815.7m (2014: £800.8m), with repayment dates between 3 October 2016 and 13 December 2033, presented as falling due after more than one year. The bank loans principally bear interest at LIBOR plus varying rates of margin.

Financial liabilities also include £535.6m (2014: £430.6m) relating to the proceeds from the issue of sterling and US dollar denominated private placement notes. The sterling notes comprise £82.0m (2014: £82.0m) which bear fixed interest rates of between 5.68% and 6.55% and which are due for repayment in instalments between 10 December 2021 and 10 December 2037 and £211.5m (2014: £106.5m) which bear floating interest rates and which are due for repayment between 2 January 2025 and 1 October 2029. The US dollar denominated notes total \$385.0m (2014: \$385.0m), bear fixed interest rates of between 4.67% and 5.25% and are due for repayment between 10 December 2019 and 10 December 2022.

The bank loans and private placement notes are secured by a combination of fixed charges, floating charges and assignments by way of security over all, or substantially all of the assets of certain group undertakings.

Swaps

Cross-currency swaps in respect of the US dollar denominated notes are in place with the notes being recorded at the sterling equivalent values of £242.1m (2014: £242.1m). Under the cross-currency swaps the Group receives fixed US dollar interest and pays sterling LIBOR interest plus margin, and the effect of the swaps is therefore to convert the US dollar fixed interest debt to sterling floating rate debt. The fair value of these swaps at 31 March 2015 was an asset of £4.5m (2014: liability of £43.1m).

The Group's interest rate and index-linked swaps were restructured as part of the refinancing in the year ended 31 March 2013, which included payments totalling £73.4m of accretion on the index-linked swaps being made. The negative fair values of the existing swaps at the date of refinancing were rolled into the new swaps and are reflected in the pricing of those new swaps.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2015

17. LOANS AND OTHER BORROWINGS (CONTINUED)

Swaps (continued)

At 31 March 2015, the Group was party to fixed interest rate swaps over £612.0m (2014: £612.0m) of notional principal, with fixed rates at between 5.1031% and 5.1831% plus margin. The fair value calculated in respect of the swaps was a liability of £363.7m (2014: £186.1m).

At 31 March 2015, the Group was also party to index-linked swaps over £352.0m (2014: £352.0m) of notional principal under which the Group receives a LIBOR floating rate of interest and pays interest at varying initial rates which increase over the term of the swaps by the movement in the UK Retail Prices Index ("UKRPI"). The initial rate of interest was between 1.868% and 2.268%. In addition, the terms of the index-linked swaps provide for accretion payments to be made every four years commencing in October 2016, based on the movement in the UKRPI over each four-year period. At 31 March 2015 a provision of £27.6m (2014: £20.4m) has been recorded in respect of these accretion payments for the period to 31 March 2015. The fair value of the index-linked swaps at 31 March 2015 was a liability of £456.3m (2014: £373.7m), excluding the accretion accrual.

In accordance with accounting requirements the fair values of derivative transactions are not recognised on the balance sheet.

Issue costs

The Group incurred issue costs during the year in connection with the refinancing of its bank facilities amounting to £2.2m (2014: £5.2m). Amortisation of £6.1m (2014: £8.2m) has been charged during the year.

Other loans and borrowings

In 2006, Peel Ports Group Limited issued 9% subordinated redeemable loan notes to Peel Ports Holdings (IOM) Limited (£61.6m) and to Infrastructure JVCo (Lime) S.a.r.l. (£61.4m) at par. The loan notes have a final repayment date of 30 September 2046 and interest is payable bi-annually in arrears. Peel Ports Holdings (IOM) Limited transferred the loan notes to a subsidiary undertaking, Peel Ports Investments (IOM) Limited, during the previous year.

The loan amount due to group undertakings, amounting to £11.0m (2014: £11.0m), is payable on demand to the Group's parent company and is not subject to an interest charge.

The floating-rate guaranteed loan note instruments 2015, which amount to £1.4m (2014: £1.8m), are guaranteed by Bank of Scotland plc. These bear interest based on LIBOR and are redeemable at par on the final maturity date of 30 September 2015.

The 3% irredeemable loan stock issued by Clydeport Operations Limited, which amounts to £1.2m (2014: £1.2m), has no fixed redemption dates and can only be redeemed with the agreement of the respective stockholders. Stockholders have no right to demand redemption.

The perpetual debenture stocks of £2.2m (2014: £2.2m) are secured by floating charges over the undertaking of The Manchester Ship Canal Company Limited and bear interest at rates between 3.5% and 4%.

The 3.625% irredeemable debenture stock of £0.7m (2014: £0.7m) is secured by a fixed charge over certain securities and a floating charge over Peel Ports (IDS) Limited.

Finance lease obligations of £nil (2014: £0.1m) are secured on the assets to which they relate (note 11).

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

18. PROVISIONS FOR LIABILITIES

| Group | Deferred taxation £m |
|--|-------------------------------------|
| At 1 April 2014 | 16.3 |
| Charge to profit and loss account (note 8) | <u>11.4</u> |
| At 31 March 2015 | <u>27.7</u> |

The provision for deferred tax comprises:

| | 2015 £m | 2014 £m |
|--------------------------------|--------------------|--------------------|
| Accelerated capital allowances | 13.9 | 11.0 |
| Other timing differences | <u>13.8</u> | <u>5.3</u> |
| | <u>27.7</u> | <u>16.3</u> |

The Company has no deferred tax liability.

19. CALLED-UP SHARE CAPITAL

| | Group 2015 £m | Group 2014 £m | Company 2015 £m | Company 2014 £m |
|---|------------------------------|------------------------------|--------------------------------|--------------------------------|
| Authorised | | | | |
| 500,000,000 ordinary shares of £1 each | <u>500.0</u> | <u>500.0</u> | <u>500.0</u> | <u>500.0</u> |
| Allotted, called-up and fully paid | | | | |
| 337,492,988 ordinary shares of £1 each | <u>337.5</u> | <u>337.5</u> | <u>337.5</u> | <u>337.5</u> |

20. RESERVES

| Group | Merger reserve £m | Profit and loss account £m |
|---|----------------------------------|---|
| At 1 April 2014 | (506.1) | (405.1) |
| Net exchange adjustments | - | (4.5) |
| Profit for the financial year | - | 21.0 |
| Dividends paid (note 9) | - | (78.8) |
| Actuarial loss relating to the Group pension schemes (note 21) | - | (46.2) |
| Movement on tax relating to Group pension schemes | - | 9.1 |
| Actuarial loss relating to joint venture pension schemes (note 12) | - | (0.7) |
| Minority interest share of actuarial loss relating to the Group pension schemes (note 30) | <u>-</u> | <u>1.3</u> |
| At 31 March 2015 | <u>(506.1)</u> | <u>(503.9)</u> |

The merger reserve arose as a result of the reconstruction of the Group in 2005 when Peel Holdings (Ports) Limited and Peel Ports Holdings Limited merged and subsequently in the year ended 31 March 2007 when the Company merged with Peel Holdings (Ports) Limited. The merger accounting principles set in FRS6 "Acquisitions and Mergers" were applied to these Group reconstructions.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

20. RESERVES (CONTINUED)

| Company | Profit and loss account £m |
|-------------------------------|-------------------------------------|
| At 1 April 2014 | 1.4 |
| Profit for the financial year | 79.5 |
| Dividends paid (note 9) | <u>(78.8)</u> |
| At 31 March 2015 | <u>2.1</u> |

21. PENSION FUNDS

Defined contribution schemes operated by the Group

The Group operates a number of defined contribution (otherwise known as money purchase) pension schemes in the United Kingdom and the Republic of Ireland, in respect of which contributions totalling £5.9m (2014: £3.8m) were paid during the year. The assets of the schemes are held separately from the assets of the Group and are administered and managed professionally by the insurance companies. Benefits are provided based on actual contributions paid and investment performance. The largest of these schemes is the Peel Ports Group Stakeholder Pension Plan, which operates in the United Kingdom. Group contributions to this scheme typically match those paid by employees, up to a maximum of 10% of pensionable salaries. To meet the Government's workplace savings legislation, the Group automatically enrolls employees who met the eligibility criteria and who are not members of a qualifying pension scheme into the Peel Ports Group Stakeholder Pension Plan.

Defined benefit schemes operated by the Group

The Group also operates a number of defined benefit pension schemes based on final pensionable pay, the largest of which is the Peel Ports Final Salary Pension Scheme (the "Scheme"). The assets of the schemes are held separately from the assets of the Group and are administered by trustees and managed professionally. Contributions to the schemes are determined by qualified actuaries on the basis of triennial valuations using the projected unit method. In addition, there are unfunded pensions payable to certain retired employees, who are not members of the above schemes.

Contributions totalling £6.8m (2014: £8.3m) were paid during the year to the defined benefit schemes operated by the Group. The decrease in contributions reflects the closure of the Scheme to future accrual during the year ended 31 March 2014 (see below).

Peel Ports Final Salary Pension Scheme

The Scheme closed to future accrual with effect from 31 December 2013, giving rise to a curtailment loss of £10.1m for the year ended 31 March 2014. Benefits accrued by members as of that date were unaffected by the closure and employees were auto-enrolled into the Peel Ports Group Stakeholder Pension Plan in respect of future service benefits. Prior to the closure of the scheme to future accrual, contribution rates varied between 11.4% and 31.0% of pensionable salaries. Employee contributions were made at rates that varied between 5.0% and 9.0% of pensionable salaries. Following the closure, employer contributions continue to be payable to the Scheme in relation to the existing recovery plan and administrative expenses.

The most recent full triennial actuarial valuations were as at April 2012. The main assumptions applied were that long-term investment rates would be 7.0% per annum pre-retirement and 3.8% per annum post-retirement, pensionable salary increases would be 3.25% per annum, the majority of pensions in payment would increase at a rate of between 2.2% and 3.6% per annum, and price inflation would be 3.25% per annum on a RPI basis and 2.75% on a CPI basis. As at the latest actuarial valuation, the value of the assets within each section of the scheme was sufficient to cover between 86% and 100% of the benefits that had accrued to members, after allowing for expected future increases in earnings.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

21. PENSION FUNDS (CONTINUED)

Defined benefit schemes operated by the Group (continued)

Atlantic & Peninsula Marine Services Limited ("A&PMS")

A&PMS operates three defined benefit schemes, each of which is closed to future accrual, which merged into one scheme with three sections during the year ended 31 March 2015. The effective dates of the most recent full triennial actuarial valuations were between 31 March 2010 and 5 April 2011. The main assumptions in the actuarial valuations were that long-term investment rates would be between 5.5% and 6.6% pre-retirement and between 5.35% and 5.5% post-retirement and that price inflation would be between 3.5% and 3.6% (RPI). As at the latest actuarial valuations, the value of the assets was enough to cover between 68% and 94% of the benefits that had accrued to members. The actuarial valuation of the merged scheme as at 31 March 2015 is currently in progress. The triennial actuarial valuations due prior to this date were postponed, with the agreement of the Trustee, pending the merger of the three schemes into one scheme with three sections.

Industry-wide defined benefit schemes

The Group is also involved in a number of industry-wide defined benefit pension schemes, which are explained further in this section. Where industry-wide defined benefit schemes are required to be accounted for on a defined benefits basis the Group's share of those schemes is included in the consolidated numerical disclosures that follow.

The Pilots National Pension Fund ("PNPF")

The PNPF is a multi-employer industry-wide defined benefit pension scheme that is accounted for on a defined benefits basis. The most recent formal actuarial valuation, completed by an independent actuary, is as at 31 December 2013. As at that date, the scheme had assets with a market value of £271m, representing 57% of the benefits accruing to members. The main assumptions in the actuarial valuation were that long-term investment rates, and the discount rate, would be 7.2% per annum pre-retirement and 4.4% per annum post-retirement, pension salary increases would be 4.0% per annum and price inflation would be 3.5% per annum on a RPI basis and 2.8% on a CPI basis. The trustee assessed and indicated the Group's share of the deficit as at 31 December 2010 to be 21.3%. There has been no change to the allocated share since that date.

During the year, the Group made contributions of £2.5m (2014: £0.8m) to the PNPF.

As noted above, the Group's share of the PNPF's scheme assets and liabilities is accounted for on a defined benefits basis. At 31 March 2015, the Group's share of the deficit was £48.5m (2014: £42.6m), which is included in the amount recognised in the balance sheet.

Merchant Navy Officers Pension Fund ("MNOFF")

The scheme is divided into two sections, the Old Section and the New Section. The New Section is accounted for on a defined benefits basis while the Old Section is accounted for on a defined contributions accounting basis.

The most recent valuation for each section was carried out at 31 March 2012. At that date the Old Section had assets of £1,330m, representing 100% of the benefits accrued to members, whilst the New Section had assets of £2,169m, representing 82% of the benefits accrued to members as at that date. The main assumptions in the actuarial valuation of the New Section were that long-term investment rates would be 5.7% pre-retirement and 4.0% post-retirement, pensions in payment would increase by 3.0% and price inflation would be 3.2% per annum on a RPI basis and 2.2% on a CPI basis. For the Old Section it was assumed that the long-term investment returns both pre and post retirement would be 3.1%.

MNOFF New Section

During the year, the Group made contributions of £0.1m (2014: £0.3m) to the New Section in relation to the past-service deficit. The Group has no current active members in this scheme.

As noted above, the Group's share of the MNOFF New Section's scheme assets and liabilities is accounted for on a defined benefits basis. At 31 March 2015, the Group's share of the deficit was £0.1m (2014: £0.2m), which is included in the amount recognised in the balance sheet.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

21. PENSION FUNDS (CONTINUED)

Industry-wide defined benefit schemes (continued)

Merchant Navy Officers Pension Fund ("MNOPF") (continued)

MNOPF Old Section

The MNOPF Old Section was fully wound up during the year ended 31 March 2015, with benefits having previously been secured in full with Rothesay Life. Prior to this, because the Group was unable to identify its share of the scheme assets and liabilities of the MNOPF Old Section on a consistent and reasonable basis, as required by FRS 17 "Retirement benefits", the section was accounted for by the Group as if it was a defined contribution scheme, the cost recognised within the profit and loss account being equal to the contributions payable to the section for the year. The amount recognised in the year ended 31 March 2015 is £nil (2014: £nil).

The Former Registered Dock Workers Pension Fund ("FRDWPF")

The FRDWPF is accounted for on a defined contributions basis, as explained further below. The FRDWPF closed to future benefit accrual with effect from 31 August 2013.

As at 5 April 2013, the date of the most recent valuation carried out by an independent actuary, the scheme had assets with a market value of £770m, representing 99% of the benefits accrued to members. The main assumptions in the actuarial valuation were that the discount rate would be 2.8% per annum, pensions in payment and deferred pensions would increase at 3.7% per annum, and price inflation would be 3.4% per annum.

Because the Group is unable to identify its share of the scheme assets and liabilities on a consistent and reasonable basis, as required by FRS 17 "Retirement benefits", the scheme is accounted for as if it was a defined contribution scheme, the cost recognised within the profit and loss account being equal to the contributions payable to the scheme for the year.

During the year the Group made contributions of £0.3m (2014: £0.1m) to this scheme in relation to the active members prior to closure to future pension accrual and has recorded those as defined contribution costs within the profit and loss account.

Disclosures relating to defined benefit pension arrangements

The following disclosures are in respect of the defined benefit schemes operated by the Group and the Group's share of those industry-wide defined benefit schemes which are required to be accounted for on a defined benefits basis. Disclosures are provided on a consolidated basis.

| Amounts recognised in the balance sheet: | Group 2015 £m | Group 2014 £m |
|---|------------------------------|------------------------------|
| Fair value of scheme assets | 627.0 | 568.3 |
| Present value of funded liabilities | (723.6) | (631.7) |
| | (96.6) | (63.4) |
| Surplus restriction | (3.7) | (5.8) |
| Present value of unfunded liabilities | (0.8) | (1.0) |
| Recognisable deficit before deferred taxation | (101.1) | (70.2) |
| Deferred taxation | 20.2 | 14.0 |
| Amount recognised in the balance sheet | <u>(80.9)</u> | <u>(56.2)</u> |

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

21. PENSION FUNDS (CONTINUED)

Disclosures relating to defined benefit pension arrangements (continued)

| Amount recognised in the profit and loss account: | Group 2015 £m | Group 2014 £m |
|---|---------------------|---------------------|
| Current service cost | 0.9 | 2.4 |
| Past service cost | (0.6) | - |
| Curtailment loss | - | 10.1 |
| Settlement gain | (1.7) | - |
| Interest cost | 26.6 | 25.4 |
| Expected return on scheme assets | (30.9) | (27.7) |
| Total (credit)/charge | <u>(5.7)</u> | <u>10.2</u> |

Of the net credit recognised for the year of £5.7m (2014: net charge of £10.2m), a credit of £1.7m (2014: charge of £10.1m) has been recorded in exceptional administrative expenses, a charge of £0.3m (2014: £2.4m) has been included in administrative expenses and a credit of £4.3m (2014: £2.3m) has been included within net interest and similar items.

The most recent actuarial valuations were updated to 31 March 2015 by qualified actuaries. These valuations used a set of assumptions consistent with those required under FRS 17. The major assumptions used by the actuaries are set out below.

| Major actuarial assumptions | 2015 % pa | 2014 % pa |
|--|-----------------------|-----------------------|
| Rate of increase in pensionable salaries | 3.0 | 3.3 |
| Rate of increase of pensions in payment | 2.9 | 3.3 |
| Rate of increase for deferred pensioners | 3.0 | 3.3 |
| Discount rate | 3.1 | 4.3 |
| Price inflation (RPI) | 3.0 | 3.3 |
| Price inflation (CPI) | 2.0 | 2.3 |
| Mortality | 2015 Years | 2014 Years |
| <i>Current pensioners</i> | | |
| Male life expectancy at age 65 | 21.9 | 21.8 |
| Female life expectancy at age 65 | 24.2 | 24.1 |
| <i>Future pensioners</i> | | |
| Male life expectancy at age 65 (currently aged 45) | 23.7 | 23.6 |
| Female life expectancy at age 65 (currently aged 45) | 26.1 | 26.0 |

In both years presented the actuarial table used was the 110% SAPS table, birth year, CMI 2011, with a minimum improvement of 1.25% per annum.

The assumptions used by the actuary are the best estimates chosen from a range of possible actuarial assumptions which, due to the timescale covered, may not necessarily be borne out in practice.

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

21. PENSION FUNDS (CONTINUED)

Disclosures relating to defined benefit pension arrangements (continued)

Sensitivities

The sensitivities regarding the principal assumptions used to measure the scheme liabilities are set out below:

| Assumption | Change in assumption | Impact on scheme liabilities |
|--|----------------------|------------------------------|
| Discount rate | +/- 0.5% | -7%/+7% |
| Inflation | +/- 0.5% | +3%/-3% |
| Rate of increase in pensionable salaries | +/- 0.5% | +1%/-1% |
| Mortality | +1 year | +4% |

Analysis of the defined benefit obligation:

| | Group 2015 £m | Group 2014 £m |
|---------------------------------------|---------------------|---------------------|
| Present value of unfunded liabilities | 0.8 | 1.0 |
| Present value of funded liabilities | 723.6 | 631.7 |
| | <u>724.4</u> | <u>632.7</u> |

Reconciliation of present value of scheme liabilities:

| | Group 2015 £m | Group 2014 £m |
|--|---------------------|---------------------|
| Opening defined benefit liability | 632.7 | 625.6 |
| Settlements | (3.6) | - |
| Current service cost | 0.9 | 2.4 |
| Past service cost | (0.6) | - |
| Interest cost | 26.6 | 25.4 |
| Actuarial losses on scheme liabilities | 99.4 | 10.5 |
| Contributions by employees | 1.2 | 1.8 |
| Benefits paid | (32.2) | (33.0) |
| Closing defined benefit liability | <u>724.4</u> | <u>632.7</u> |

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

21. PENSION FUNDS (CONTINUED)

Disclosures relating to defined benefit pension arrangements (continued)

| Reconciliation of fair value of scheme assets: | Group 2015 £m | Group 2014 £m |
|---|------------------------------|------------------------------|
| Opening fair value of scheme assets | 568.3 | 573.4 |
| Settlements | (1.9) | - |
| Expected return on scheme assets | 30.9 | 29.1 |
| Actuarial gains/(losses) on scheme assets | 51.0 | (12.5) |
| Contributions by the Group | 9.7 | 9.5 |
| Contributions by employees | 1.2 | 1.8 |
| Benefits paid | (32.2) | (33.0) |
| Closing fair value of scheme assets | <u>627.0</u> | <u>568.3</u> |

| Cumulative amount of actuarial gains and losses recognised in the statement of total recognised gains and losses since adoption of FRS 17: | Group 2015 £m | Group 2014 £m |
|---|------------------------------|------------------------------|
| Opening cumulative | (99.3) | (85.4) |
| Actuarial losses | (48.4) | (23.0) |
| Effect of restriction imposed | 2.1 | 9.1 |
| Movement in the year | (46.3) | (13.9) |
| Closing cumulative | <u>(145.6)</u> | <u>(99.3)</u> |

| Plan assets | Fair value of assets | | Expected rate of return | Fair value of assets | | Expected rate of return |
|------------------------------|---------------------------------|--------------------------------|--|---------------------------------|--------------------------------|--|
| | 31 March 2015 £m | 31 March 2015 % | 31 March 2015 % | 31 March 2014 £m | 31 March 2014 % | 31 March 2014 % |
| Equities | 109.3 | 17 | 7.5 | 101.4 | 18 | 7.5 |
| Hedge funds | 136.6 | 22 | 7.5 | 132.2 | 23 | 7.5 |
| Fixed-interest gilts | 13.6 | 2 | 2.0 | 9.4 | 2 | 3.2 |
| Index-linked gilts | 22.9 | 4 | 2.0 | 31.4 | 5 | 3.2 |
| Corporate bonds | 299.2 | 47 | 3.1 | 241.7 | 43 | 4.3 |
| Pooled investment vehicle | 15.1 | 2 | 7.5 | 17.3 | 3 | 7.5 |
| Insured schemes | 21.9 | 4 | 3.1 | 21.7 | 4 | 4.6 |
| Annuities | 4.8 | 1 | 3.9 | 5.4 | 1 | 4.3 |
| Property | 0.1 | - | 7.5 | 0.1 | - | 7.5 |
| Cash | 3.5 | 1 | 0.5 | 7.7 | 1 | 0.5 |
| Total market value of assets | <u>627.0</u> | <u>100</u> | <u>4.9</u> | <u>568.3</u> | <u>100</u> | <u>5.6</u> |

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

21. PENSION FUNDS (CONTINUED)

Disclosures relating to defined benefit pension arrangements (continued)

The overall expected return on assets is calculated as the weighted average of the expected returns on each individual asset class. The expected returns are set by reference to market indicators, including price inflation, dividend yields, economic growth, yields on index linked gilts and bonds and interest rates. The actual return on plan assets was a gain of £81.9m (2014: £16.6m).

| | Group 2015 £m | Group 2014 £m | Group 2013 £m | Group 2012 £m | Group 2011 £m |
|---|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|
| History of experience gains and losses | | | | | |
| Present value of defined benefit liability | (724.4) | (632.7) | (625.6) | (390.1) | (356.8) |
| Fair value of scheme assets | 627.0 | 568.3 | 573.4 | 401.0 | 381.0 |
| Effect of restriction imposed | (3.7) | (5.8) | (3.5) | (2.3) | (2.3) |
| (Deficit)/surplus | (101.1) | (70.2) | (55.7) | 8.6 | 21.9 |

| | Group 2015 £m | Group 2014 £m | Group 2013 £m | Group 2012 £m | Group 2011 £m |
|--|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|
| History of experience gains and losses | | | | | |
| Experience (losses)/gains on scheme liabilities and changes in assumptions: | | | | | |
| Amount | (99.4) | (10.5) | (145.2) | (29.3) | 8.7 |
| Percentage of present value of scheme liabilities | (13.7%) | (1.7%) | (23.2%) | (7.5%) | 2.4% |
| Difference between expected and actual return on scheme assets: | | | | | |
| Amount | 51.0 | (12.5) | 28.2 | 8.2 | 1.3 |
| Percentage of scheme assets | 8.1% | (2.2%) | 4.9% | 2.0% | 0.3% |

Group contributions for the defined benefit pension schemes for the year ending 31 March 2016 are expected to be in the region of £10m.

22. NOTES TO THE GROUP CASH FLOW STATEMENT

Reconciliation of operating profit to net cash inflow from operating activities

| | 2015 £m | 2014 £m |
|--|--------------------|--------------------|
| Continuing activities | | |
| Group operating profit | 136.0 | 106.4 |
| Depreciation and amortisation | 54.3 | 53.0 |
| Profit on disposal of fixed assets | (1.5) | - |
| Increase in stocks | (0.9) | (0.3) |
| (Increase)/decrease in debtors | (1.5) | 6.7 |
| Decrease in creditors | (6.0) | (13.6) |
| Difference between pension charge and cash contributions | (10.9) | 3.0 |
| Net cash inflow from continuing operating activities excluding amounts due to and from group undertakings | 169.5 | 155.2 |
| Increase in short-term loans to and from group undertakings | - | 0.2 |
| Cash inflow from continuing operational activities | 169.5 | 155.4 |

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

22. NOTES TO THE GROUP CASH FLOW STATEMENT (CONTINUED)

Returns on investments and servicing of finance

| | 2015 £m | 2014 £m |
|----------------------------------|---------------|---------------|
| Interest received | 0.9 | 0.6 |
| Interest paid | (90.5) | (86.8) |
| Minority interest dividends paid | - | (1.7) |
| | <u>(89.6)</u> | <u>(87.9)</u> |

Minority interest dividends paid of £1.7m in the year ended 31 March 2014 relate to dividends declared pre-acquisition of Marine Support Services and recorded on the acquisition balance sheet.

Capital expenditure and financial investment

| | 2015 £m | 2014 £m |
|--|----------------|---------------|
| Payments to acquire tangible fixed assets | (173.7) | (95.1) |
| Receipt of Government grants | 31.0 | 4.0 |
| Receipts from sales of tangible fixed assets | 2.1 | 0.3 |
| | <u>(140.6)</u> | <u>(90.8)</u> |

Financing

| | 2015 £m | 2014 £m |
|--|--------------|-------------|
| New bank loans | 135.0 | 326.8 |
| New private placement loans | 105.0 | 106.5 |
| Repayment of bank loans | (105.4) | (334.5) |
| Issue costs paid | (2.2) | (5.2) |
| Debt financing | <u>132.4</u> | <u>93.6</u> |
| Capital element of finance lease rentals | (0.1) | (0.9) |
| | <u>132.3</u> | <u>92.7</u> |

23. ANALYSIS OF MOVEMENT IN GROUP NET DEBT

| | As at 1 April 2014 £m | Cash flow £m | Other non- cash changes £m | Foreign exchange £m | As at 31 March 2015 £m |
|----------------------------|--------------------------------|-----------------|-------------------------------------|---------------------------|---------------------------------|
| Cash at bank | 78.5 | (8.3) | - | (0.8) | 69.4 |
| Debt due within one year | (26.0) | (14.8) | 0.4 | - | (40.4) |
| Debt due after one year | (1,350.3) | (117.6) | (13.3) | - | (1,481.2) |
| Finance leases | (0.1) | 0.1 | - | - | - |
| Cash on short-term deposit | 1.8 | - | (0.4) | - | 1.4 |
| | <u>(1,374.6)</u> | <u>(132.3)</u> | <u>(13.3)</u> | <u>-</u> | <u>(1,520.2)</u> |
| | <u>(1,296.1)</u> | <u>(140.6)</u> | <u>(13.3)</u> | <u>(0.8)</u> | <u>(1,450.8)</u> |

Cash on short-term deposit is only available for the redemption of floating rate guaranteed loan notes (note see notes 12 and 17).

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

24. MAJOR NON-CASH TRANSACTIONS

The non-cash change of £13.3m (2014: £19.8m) in note 23 relates to the amortisation of debt issue costs of £6.1m (2014: £8.2m) (note 7) and the change in the accretion payment accrued on an index-linked swap of £7.2m (2014: £11.6m) (note 7).

25. CAPITAL COMMITMENTS

| | 2015 £m | 2014 £m |
|---|------------|------------|
| Capital expenditure contracted for but not provided for in these financial statements | 70.1 | 104.6 |

26. RELATED PARTY TRANSACTIONS

Joint ventures

| Related Party | Transaction | 2015 £m | 2014 £m |
|--------------------------------|-------------------------------------|------------|------------|
| CLYDEBoyd Fort William Limited | Rent received and services provided | 0.2 | 0.2 |
| Estuary Services Limited | Sales and expenses recharged | 0.3 | 0.3 |
| | Purchases | (1.1) | (1.0) |

As at 31 March 2015 and 31 March 2014 there are no balances owed by/(to) the joint venture undertakings.

Entities in the Peel Holdings Group Limited group of companies

The following summarises the transactions during the year between entities in the Group and other divisions of the Peel Holdings Group Limited group of companies. The other divisions of Peel Holdings Group Limited are headed by the following entities:

| Related Party | Transaction | 2015 £m | 2014 £m |
|---|---|------------|------------|
| Peel Holdings (IOM) Limited | Expenses reimbursed | (0.1) | (0.1) |
| Peel Holdings Land & Property (UK) Limited | Sales and expenses recharged | 0.6 | 0.7 |
| | Purchases, rent and expenses reimbursed | (5.3) | (4.9) |
| Peel Holdings Land & Property Group Limited | Sales and other income | 1.9 | 1.6 |

At the balance sheet date the following significant amounts were owed by/(to) entities in the Peel Holdings Group Limited group of companies:

| | 2015 £m | 2014 £m |
|---|------------|------------|
| Peel Holdings Land & Property (UK) Limited | | |
| Amounts owed by the related party | 0.2 | 0.3 |
| Amounts owed to the related party | (1.3) | (1.3) |
| Peel Holdings Land & Property Group Limited | | |
| Amounts owed by the related party | 1.5 | 1.7 |

Details of interest payable to the shareholders in the Group's immediate parent company (Peel Ports Holdings (CI) Limited), Peel Ports Investments (IOM) Limited and Infrastructure JVCo (Lime) S.a.r.l. are disclosed in note 7. Details of equity dividends paid to the shareholder are shown in the directors' report.

Included in accruals and deferred income is accrued interest of £2.8m (2014: £2.8m) payable to Infrastructure JVCo (Lime) S.a.r.l. and £2.8m payable to Peel Ports Investments (IOM) Limited (2014: £2.8m).

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

27. OTHER FINANCIAL COMMITMENTS

At 31 March 2015, the Group had annual commitments under non-cancellable operating leases as follows:

| Group | Land and buildings 2015 £m | Other 2015 £m | Land and buildings 2014 £m | Other 2014 £m |
|------------------------------|---|------------------------------|---|------------------------------|
| Expiry date: | | | | |
| - within one year | 1.1 | 5.8 | 1.1 | 6.5 |
| - between two and five years | 1.9 | 5.6 | 2.0 | 4.2 |
| - after five years | 6.2 | - | 5.6 | - |
| | <u>9.2</u> | <u>11.4</u> | <u>8.7</u> | <u>10.7</u> |

The Company has no annual commitments under non-cancellable operating leases. The comparative information presented above has been restated to more fairly present the group's annual commitments under non-cancellable operating leases.

28. ULTIMATE AND IMMEDIATE HOLDING COMPANY

The directors regard Tokenhouse Limited, a company incorporated in the Isle of Man, as the ultimate holding company and Peel Ports Holdings (CI) Limited, a company registered in the Cayman Islands, as the immediate parent company.

29. ULTIMATE CONTROLLING PARTY

Tokenhouse Limited is controlled by the Billown 1997 Settlement trust. By virtue of its controlling interest in Peel Ports Holdings (CI) Limited and the majority voting power held by the directors appointed by that company's immediate parent undertaking, Peel Ports Investments (IOM) Limited, the Company considers the Billown 1997 Settlement trust to be the ultimate controlling party.

30. EQUITY MINORITY INTERESTS

| | |
|-----------------------------------|------------------|
| At 1 April 2014 | £m 7.1 |
| Profit and loss account | 4.6 |
| Other recognised gains and losses | <u>(1.3)</u> |
| At 31 March 2015 | <u>10.4</u> |

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

31. SUBSIDIARY UNDERTAKINGS AND JOINT VENTURES

Principal subsidiary undertakings

The principal subsidiary undertakings consolidated at 31 March 2015 were as follows. The country of incorporation of each company is the United Kingdom, unless otherwise denoted.

| Subsidiary | Principal activity |
|---|---------------------------|
| A&P Falmouth Limited* | Marine Support Services |
| A&P Tees Limited* | Marine Support Services |
| A&P Tyne Limited* | Marine Support Services |
| Birkenhead Port Limited | Regional Port Operator |
| B.G. Freight Line B.V. (N) | Shipping |
| Cammell Laird Shiprepairers & Shipbuilders Limited* | Marine Support Services |
| Clydeport Operations Limited | Regional Port Operator |
| Heysham Port Limited | Regional Port Operator |
| Marine Terminals Limited (I) | Stevedoring |
| Peel Ports Limited | Treasury Company |
| Peel Ports PP Finance Limited | Treasury Company |
| Port of Sheerness Limited | Regional Port Operator |
| The Manchester Ship Canal Company Limited | Regional Port Operator |
| The Mersey Docks and Harbour Company Limited | Regional Port Operator |

All the subsidiaries listed above and below are 100% owned other than those denoted with an asterix:

*75% owned

** 65% owned

***70% owned

Other subsidiary undertakings

The Group's other subsidiary undertakings consolidated at 31 March 2015 were as follows, categorised by principal activity. The country of incorporation of each company is the United Kingdom, unless otherwise denoted.

Trading companies

| Subsidiary | Principal activity |
|--|---|
| Ardrossan Harbour Company Limited | Regional Port Operator |
| A&P Shipbuilders Limited* | Property ownership |
| Atlantic Engineering & Laboratories Limited* | Engineering Services |
| B.G. Freight Line Limited (I) | Shipping Support |
| Coastal Container Line Limited | Shipping Support |
| Dublin Container and Transport Services Limited (I) | Container Services |
| Marine Designs Limited* | Marine Support Services |
| Neway Industrial and Environmental Services Limited* | Cleaning Services |
| Peel Ports (IDS) Limited | Investment Holding |
| Portia Management Services Limited** | Port Industry Support |
| Seaforth Power Limited | Electricity Supply to the Port of Liverpool |
| TECA GmbH*** (G) | Freight Forwarder |
| The Falmouth Docks and Engineering Company* | Marine Support Services |

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

31. SUBSIDIARY UNDERTAKINGS AND JOINT VENTURES (CONTINUED)

Other subsidiary undertakings (continued)

Intermediate holding companies

Each of the following companies act as intermediate holding companies within the group.

| | |
|---|--|
| A&P GH 2006 Limited* | Merlin Ports Limited |
| A&P Group Limited* | Peel Holdings (Ports) Limited |
| A&P Ship Repairers Limited* | Peel Ports Freight Limited |
| Atlantic & Peninsula Marine Services Limited* | Peel Ports Holdings Limited |
| B.G. Freight Line Holding B.V. (N) | Peel Ports Intermediate Holdco Limited |
| Clydeport Limited | Peel Ports Investments Limited |
| De Facto 1693 Limited | Peel Ports Land & Property Investments Limited |
| Imari Limited | Peel Ports Operations Limited |
| Maritime Centre Limited | Peel Ports UK Financeco Limited |
| Medway Ports Limited | |

Dormant or non-trading companies

Each of the following companies is either dormant or does not trade.

| | |
|---|--|
| A&PA Property Limited | Coastal Seaforth Container Terminal Limited |
| A&P Birkenhead Properties Limited* | Concorde Container Line Limited |
| A&P Defence Limited* | Ellesmere Newco Limited (CI) |
| A&P Dry Docks Limited | Hunterston Bulk Handling Limited |
| A&P Ports & Properties Limited | Hunterston Development Company Limited |
| A&PPP 2006 Limited | Hydropower Services Limited |
| A&P Southampton* | IPG-UK Nuclear Alliance Limited* |
| A&P Tyne Properties Limited | Irwell Newco Limited (CI) |
| A&P Wallsend Limited* | James Scott & Co (Dublin) Limited (I) |
| B.G. Freight Line (Agency) B.V. (N) | Mersey Docks Trustees Limited |
| B.G. Freight Line Shipping B.V. (N) | Peel Ports Finance Limited (CI) |
| Birkenhead East Float (South Vittoria) Newco Limited (CI) | Peel Ports Land & Property Investments (No. 2) Limited |
| Birkenhead East Float (South Vittoria) Newco Limited (CI) | Peel Ports Trustees Limited |
| Birkenhead East Float Newco Limited (CI) | Port Falmouth Limited |
| Birkenhead West Float No 1 Newco Limited (CI) | Portia World Travel Limited |
| Birkenhead West Float No 2 Newco Limited (CI) | Runcorn Newco Limited (CI) |
| Birkenhead West Float No 3 Newco Limited (CI) | Scott Lithgow Limited* |
| Birkenhead West Float No 4 Newco Limited (CI) | Seaforth Stevedoring Limited |
| Birkenhead West Float No 5 Newco Limited (CI) | Seawing Landguard International Limited |
| Birkenhead West Float No 6 Newco Limited (CI) | Ship Canal Investments Limited |
| Birkenhead West Float No 7 Newco Limited (CI) | Ship Canal Land Limited |
| Caledonian Ports Limited | Tankspeed Limited |
| Clydeport Container Ships Limited (A/B) | TR Shipping Services Limited |
| Coastal Line Container Terminal (I) | |

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2015

31. SUBSIDIARY UNDERTAKINGS AND JOINT VENTURES (CONTINUED)

Joint venture undertakings

The joint venture undertakings at 31 March 2015 were as follows. The country of incorporation of each company is the United Kingdom, unless otherwise denoted.

| Joint venture | Principal activity |
|---|---------------------------|
| CLYDEBoyd Fort William Limited | Port Facilities |
| Clarke Chapman Portia Port Services Limited | Non-trading |
| Estuary Services Limited | Port Facilities |
| Servicios de Operacion y Mantenimiento S.A. (A) | Non-trading |

The Group had a 50% shareholding in each of the joint venture undertakings above.

Key

A/B – incorporated in Antigua/Barbuda

A – incorporated in Argentina

CI – incorporated in Cayman Islands

G – incorporated in Germany

I – incorporated in Ireland

IOM – incorporated in the Isle of Man

N – incorporated in the Netherlands