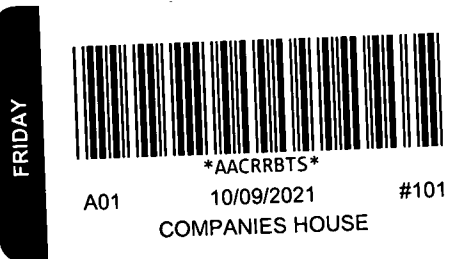


Registered number: 04330119

Unipart Logistics Limited

Annual Report and Financial Statements

For the Year Ended 31 December 2020



Unipart Logistics Limited

Company Information

Directors	F W Burns D P Leigh A R Leung J M Neill C J Weldon
Company Secretary	R P D O'Brien
Registered number	04330119
Registered office	Unipart House Cowley Oxford Oxfordshire OX4 2PG
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors One Chamberlain Square Birmingham B3 3AX

Unipart Logistics Limited

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Unipart Logistics Limited

Strategic Report

For the Year Ended 31 December 2020

Business review and future developments

The directors present their strategic report on the company for the year ended 31 December 2020.

Unipart Logistics Limited ("the Company") develops, implements and operates supply chain solutions in the logistics and distribution market in partnership with its customers.

The directors are satisfied with the underlying trading performance and position of the Company for the reporting period. The outlook and focus for 2021 for the Company is dominated by the implications of Coronavirus. The directors are closely monitoring the economic implications of Coronavirus across the globe and the impact that will have on the Company's trading performance for the coming year. The directors have undertaken a review of the potential impacts that Coronavirus will have on the Company, further details of which are reported in the Directors' Report, and the directors are confident that they have a robust business plan that can withstand the economic challenges that may result from the pandemic.

The Company is a subsidiary of the Unipart Group of Companies Limited ("the Group"). The strategic objectives of the Company are aligned with those of the Group. Further details on the strategy and performance of the Group, including key performance indicators, can be found in the Chairman's Statement and the Strategic, Operating and Financial Review in the 2020 Annual Report of Unipart Group of Companies Limited, which does not form part of this report.

Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integrated within the principal risks of the Group and are not managed separately. Accordingly, the principal risks and uncertainties of the Group, which included those of the Company, are discussed in the Strategic, Operating and Financial Review in the 2020 Annual Report of Unipart Group of Companies Limited, which does not form part of this report.

Financial risk management

The Company's operations expose it to a variety of financial risks that include the effect of price risk, credit risk and cash flow risk. The financial risks of the Company are managed centrally by the Group's treasury department. The exposure of the Group, which includes that of the Company, is discussed in the Strategic, Operating and Financial Review in the 2020 Annual Report of Unipart Group of Companies Limited, which does not form part of this report.

Stakeholder Relationships and Engagement

The directors set out their section 172(1) statement in accordance with the Companies Act 2006 in relation to stakeholder engagement for the year ended 31 December 2020.

The Board recognises that the long-term success of both the Group and the Company is strongly correlated to a positive interaction with all of its stakeholders. Effective engagement allows the Board to understand relevant stakeholder views on material issues which may impact the business, and helps to inform the Board's decision making. Stakeholder engagement is ultimately managed and owned by the directors of the Ultimate Group, but takes place at all levels within the organisation.

At the heart of our engagement is The Unipart Way, our Group philosophy, which is led from the Board Room. Principle 4 of The Unipart Way, 'We manage with a long term view' guides the Board's thinking, encouraging the adoption of strategic initiatives, rather than short term gains. This includes the directors' engagement with each of its stakeholders.

Stakeholder engagement (continued)

The Group's latest Corporate Responsibility Strategy is published on our website and sets out how the Group plans to engage with its customers, suppliers, people and communities in a mutually sustainable manner. We always aim to act fairly across all our stakeholders and create a longstanding reputation as a Group where people want to work, customers want to give us their business and suppliers want to provide us their services, whilst at the same time ensuring the Group maintains the highest levels of ethical standards and support for its community and environment.

This report identifies some of our key stakeholders and explains how the Board and our businesses interact with them in order to promote the success of the Group and Company for the stakeholders as a whole.

Employees

Our employees are critical to the delivery of our strategy and the future growth of the business. The directors empower each colleague throughout the business, encouraging each to solve problems at their own level. Through a wide range of training and development programmes, such as the Gate to Great journeys, we are able to develop our people so that we can promote from within and provide long term and fulfilled careers across the Group and Company.

The Mark In Action award ceremonies are held 6 times each year, even during the pandemic, and celebrate our employees who have demonstrated Outstanding Customer Service. Each and every one of these events have been led and presented by the Group Chief Executive for more than 30 years with over 3,000 awards presented to date.

The directors also engage with employees in a number of formal and informal ways, including Management Brief newsletters, our in-house news programme, the Grapevine and the bi-annual Senior Management Leadership Conference led by the Group Chief Executive. In addition, the directors meet sector specific operating committees on a regular basis and will frequently take the opportunity to engage with the employees on site visits. The Group Chief Executive has hosted a series of Digital Philosophy courses, which all employees have been invited to attend.

Employee engagement is a key metric for the Group and Company and the results from the annual employee engagement survey are fed back to the Group Leadership Team. The directors have supported the group-wide employee wellbeing strategy, Unipart Lifeworks, which amongst other features provides free support to employees for personal health, financial and counselling matters.

The 25 year club recognises our long service colleagues, former colleagues and retired pensioners by welcoming them to an annual event at the Group's Headquarters hosted by the Group Chief Executive.

Customers

The Board of Directors support our business by engaging with our future, new and existing customers. We strive to develop enduring partnerships with our customers and drive continuous improvement and innovation into our operations to drive long term relationships across each of our businesses. To achieve this, the directors take the time to understand the real and perceived needs of our customers, which they do through actively maintaining close relationships and engaging in regular customer surveys and feedback programmes. Continuous improvement is at the heart of our operations, driving out waste and improving efficiencies for our customers.

Suppliers

The core of the Group and Company's business is managing complex supply chain solutions for our customers and therefore it is essential to work with our suppliers in an ethical manner. We engage closely with suppliers, because we rely on them to provide us with products and services which meet our stringent quality and performance requirements, which in turn allows us to fulfil our commitments to our customers. This engagement will be at an operational level on a day-to-day basis to ensure that our expectations are met from a quality and delivery perspective or at director level in relation to more strategic discussions. The Group and Company has instilled a culture of ensuring we pay suppliers in line with commercially agreed payment terms.

Long-term agreements are entered into with key suppliers where appropriate and performance targets are regularly agreed with suppliers to align with our drive for continuous improvement. We have strong codes of conduct in relation to Anti-Bribery and Corruption, Criminal Finances, Human Trafficking and Modern Slavery legislation, this zero-tolerance culture being driven by the Board of Directors.

Shareholders and Pension Trustees

The Group's largest shareholder is UGC Pension Funding LP, a Limited Partnership whose shareholdings are beneficially held on behalf of the Group's main defined benefit pension schemes. As such the directors are actively involved in Pension Trustee meetings, with a number holding positions as Employer Nominated Trustees on the independent Trustee Boards. In addition, the Group Chief Financial Officer will regularly update the Trustee Boards on the Group's performance and future projections.

A large proportion of the remaining shareholders of the Group are either existing, former or retired employees who receive updates from the directors through the employee communications referred to earlier. The key formal interaction with shareholders is through the Annual Report of Unipart Group of Companies Limited, which is distributed to all shareholders with a letter from the Chairman & Group Chief Executive. Any questions are invited to be made to the Company Secretary of Unipart Group of Companies Limited.

Our community and the environment

We recognise that each of our businesses has an important role to play in its local community. We also acknowledge the impact of our business on the wider society. The Group, led by the directors, has been actively engaged with its community and publishes its Corporate Responsibility Statement on the website. The Board is very proud of its success in achieving a variety of community and environmental awards, some of which are referred to in the Chairman's Statement and the Strategic, Operating and Financial Review in the 2020 Annual Report of Unipart Group of Companies Limited, which does not form part of this report, but we continue to seek out new ways to engage with our local communities and improve our environmental credentials. These are matters which are regularly discussed by the directors at the Group Board and Group Leadership Team meetings.

Unipart Logistics Limited

**Strategic Report
For the Year Ended 31 December 2020**

Regulatory bodies

The Group and Company aims to maintain the highest standards of conduct with each of the regulatory bodies that it engages with. It does not adopt aggressive policies aimed to maximise short term returns, instead the directors support a principled and moral way of doing business. We publish a number of our policies on our website including our zero tolerance to ethical matters such as bribery and corruption, along with maintaining transparent and fair policies with each of our stakeholders such as those reported in the Group Tax Strategy and Gender Pay Report. We maintain a regular dialogue with government bodies and regulators, and actively participate in various industry working groups and trade representative bodies. This enables us to engage in discussions regarding future policy development and planned regulatory changes, and to identify potential opportunities and risks for the business.

This report was approved by the Board and signed on its behalf.



A R Leung
Director

25 March 2021

Unipart Logistics Limited

Directors' Report

For the Year Ended 31 December 2020

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

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgments and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors 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.

Directors' confirmations

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Results for the year

The results for the year are set out in the Statement of Comprehensive Income on page 13.

A dividend of £4,000,000 (2019: £4,000,000) was paid to Unipart Group Limited, the Company's sole shareholder, during the year.

Unipart Logistics Limited

Directors' Report For the Year Ended 31 December 2020

Directors

The directors who served during the year and up to the date of signing the financial statements, unless otherwise stated, were:

F W Burns
J Chitty (resigned on 30 April 2020)
D P Leigh (appointed on 1 May 2020)
A R Leung
J M Neill
C J Weldon

There was no contract subsisting during the year or at the date of approval of the financial statements in which any director of the Company had a material interest; however, during the year and at the date of approval of the financial statements, a qualifying third party indemnity from the Company was available to the directors against liabilities incurred by them in defending proceedings against them in relation to the affairs of the Company. The indemnity is subject to the provisions of the Companies Act and is set out in the Articles of Association.

Future developments

A review of the business and an indication of likely future developments are included in the Strategic Report.

Financial risk management

Details of the financial risks of the Company are disclosed in the Strategic Report.

Impact of Coronavirus

Since March 2020, there has been significant macro-economic uncertainty as a result of the Covid-19 crisis, the scale and duration of which inherently remains uncertain.

Since the start of the escalation of the Covid-19 pandemic, the senior management team have been monitoring and reacting to the situation on a daily basis and have put in place contingency plans to safeguard the Group employees and mitigate the developing risks of this crisis. These contingency plans include ensuring the Group employees receive appropriate guidance and clear communications, along with the necessary equipment and facilities to maintain a safe working environment. Additional hygiene supplies have been provided to help limit the spread of any infection, along with increased cleaning protocols of all locations. Both domestic and international business travel was scaled back very quickly and attendance at face-to-face business meetings throughout the year has been strongly discouraged. Many of our office employees were already able to work effectively from home and this has been enforced for all but essential working requirements. The Group has also been working closely with both customers and suppliers to mitigate any disruption to supply chains and to support them as they navigate their way through the impacts on their businesses. These plans will continue to be adapted as the situation evolves.

Unipart Logistics Limited

Directors' Report

For the Year Ended 31 December 2020

Impact of Coronavirus (continued)

As a multi-national organisation primarily operating in the lesser impacted industry sectors, the Group was expected to be as resilient, if not more so, than many other companies across the world. Although we have experienced an impact on turnover and profits in some parts of the Group, the diversity of our operations has meant that we have been able to remain stable and present a robust platform from which to participate in the post-pandemic.

After careful monitoring of the impact of Covid-19 throughout the year, the key financial risks that the directors have identified for the next financial year are:

- a decline in turnover due to customers' reduced volume demands; and
- increased levels of absenteeism.

A potential risk exists regarding working capital increases if customers delay payments, however, the Group has not experienced this so far during the pandemic.

The Group's banking headroom position and associated covenants have been stress tested for various scenarios relating to the key risks, looking in particular at the impact of:

1. A repeat lockdown due to Covid-19 for a 3 month period during 2021, resulting in the same adverse financial impacts as experienced during 2020.
2. An economic shutdown causing adverse financial impacts that are twice as severe as seen during 2020.

These assessments have been reviewed and discussed by the Board of Directors, with consideration given to sensible mitigating actions that are readily available to the Company and Group. The directors have considered the commercial mechanisms in place with customers and suppliers, along with the ability, if required, for the business to scale down costs according to the reduced demand. Whilst these are unprecedented times, being able to efficiently manage costs in line with fluctuating volumes is a fundamental part of the offering the Company and Group already provides to many of its customers. Other mitigating options available include taking advantage of the various Covid-19 support packages offered by the UK government (and other worldwide authorities) as well as the delaying of discretionary expenditure, which have each been considered and modelled.

Based on this assessment, at the date of signing these financial statements, the Board has a reasonable expectation that the Company and Group has adequate resources to manage its way through the potential impacts of this pandemic and continue in operational existence for the foreseeable future.

The health and safety of our people remains our top priority. The Company and Group will continue to monitor guidance issued from the various worldwide authorities as the global crisis progresses to ensure that our business remains well placed to respond to this ever-changing situation.

Going concern

In considering going concern, the directors have reviewed the cash flow requirements of the Group, both under normal circumstances and reflecting the current assessment of the severe but plausible downside scenarios in light of the Coronavirus pandemic. The Company and Group has access to long-term borrowing facilities, which the directors anticipate being available on a continuing basis. Based on these assessments, the Board has a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, the directors continue to adopt the going concern basis in preparing the financial statements, which are shown on pages 13 - 27.

Unipart Logistics Limited

**Directors' Report
For the Year Ended 31 December 2020**

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office.

This report was approved by the Board on 25 March 2021 and signed by its order.



A R Leung
Director

25 March 2021

Registered number: 04330119

Report on the audit of the financial statements

Opinion

In our opinion, Unipart Logistics Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the Company's affairs as at 31 December 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 December 2020; the Statement of Comprehensive Income; the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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

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

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

Reporting on other information (continued)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements; the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditors' responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Responsibilities for the financial statements and the audit (continued)

Auditors' responsibilities for the audit of the financial statements (continued)

Based on our understanding of the Company and industry, we identified that the principal risks of non-compliance with laws and regulations related to compliance with health and safety legislation, employment legislation and taxation legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the posting of unusual journals to revenue or the manipulation of accounting estimates which could be subject to management bias. Audit procedures performed included:

- Understanding and evaluating the key elements of the Unipart group's internal control related to estimates;
- Reviewing accounting estimates for bias and validating the support behind the assumptions and judgements made by management including challenging against possible alternatives, for example in relation to retirement benefit obligations;
- Obtaining an understanding of the control environment in monitoring compliance with laws and regulations;
- Reviewing legal expense accounts, board minutes and in-house legal counsel documentation;
- Reading the minutes of the Board meetings to identify any inconsistencies with other information provided by management;
- Substantive testing of manual journal entries, particularly focused around the year end and journals which have unexpected account relationships;
- Incorporating elements of unpredictability.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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

Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Unipart Logistics Limited

Independent Auditors' Report to the Members of Unipart Logistics Limited

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.



Matthew Walker (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors

Birmingham
25 March 2021

Unipart Logistics Limited

Statement of Comprehensive Income For the Year Ended 31 December 2020

		2020 £000	2019 £000
Turnover	Note 5	195,059	193,021
Cost of Sales		(180,943)	(176,443)
Gross profit		14,116	16,578
Administrative expenses		(6,127)	(8,340)
Other operating income	6	72	-
Operating profit	7	8,061	8,238
Interest receivable and similar income	10	21	1
Interest payable and similar charges	11	(110)	(408)
Profit on ordinary activities before taxation		7,972	7,831
Tax on profit on ordinary activities	12	(1,518)	(1,491)
Profit on ordinary activities after taxation		6,454	6,340

There were no recognised gains and losses for 2020 or 2019 other than those included in the Statement of Comprehensive Income.

The notes on pages 16 to 27 form part of these financial statements.

Unipart Logistics Limited

Balance Sheet
As at 31 December 2020

	Note	2020 £000	2019 £000
Fixed assets			
Tangible assets	14	-	-
Investments	15	<u>390</u>	<u>390</u>
		390	390
Current assets			
Stocks	16	128	149
Debtors: amounts falling due after more than one year	17	177	257
Debtors: amounts falling due within one year	18	57,442	59,463
Cash at bank and in hand		<u>79</u>	<u>33</u>
		57,826	59,902
Creditors: amounts falling due within one year	19	<u>(31,323)</u>	<u>(31,061)</u>
Net current assets		26,503	28,841
Total assets less current liabilities		<u>26,893</u>	<u>29,231</u>
Creditors: amounts falling due after more than one year	20	(11,213)	(16,005)
Net assets		<u>15,680</u>	<u>13,226</u>
Capital and reserves			
Called up share capital	22	-	-
Profit and loss account	23	<u>15,680</u>	<u>13,226</u>
Total shareholder's funds		<u>15,680</u>	<u>13,226</u>

The financial statements were approved and authorised for issue by the Board and were signed on its behalf on 25 March 2021.



A R Leung
Director

The notes on pages 16 to 27 form part of these financial statements.

Registered number: 04330119

Unipart Logistics Limited

**Statement of Changes in Equity
For the Year Ended 31 December 2020**

	Called up share capital £000	Profit and loss account £000	Total shareholder's funds £000
At 1 January 2020	-	13,226	13,226
Profit for the financial year	-	6,454	6,454
Dividends paid	-	(4,000)	(4,000)
As at 31 December 2020	<u>-</u>	<u>15,680</u>	<u>15,680</u>

**Statement of Changes in Equity
For the Year Ended 31 December 2019**

	Called up share capital £000	Profit and loss account £000	Total shareholder's funds £000
At 1 January 2019	-	10,886	10,886
Profit for the financial year	-	6,340	6,340
Dividends paid	-	(4,000)	(4,000)
As at 31 December 2019	<u>-</u>	<u>13,226</u>	<u>13,226</u>

The notes on pages 16 to 27 form part of these financial statements.

1 General information

The Company is a trading company within the United Kingdom.

The Company is a private company limited by shares and is incorporated and domiciled in England. The address of its registered office is Unipart House, Cowley, Oxford, Oxfordshire, OX4 2PG.

2 Statement of compliance

The financial statements of Unipart Logistics Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3 Accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below. The policies have been consistently applied to all years presented, unless otherwise stated.

3.1 Basis of accounting

At the date of signing these accounts, the Company is closely monitoring the implications of Coronavirus. As reported in more detail in the Directors' Report, various stress test scenarios have been assessed to evaluate the impact that this global pandemic may have on the Company's future performance. The financial resilience tests take into account the significant long-term borrowing facilities available for the Company and the Group and the substantial support for businesses and economic stimulus packages being offered by both the UK government and worldwide authorities, which the directors have a reasonable expectation will continue to be available on an ongoing basis. Based on the outcomes of those financial resilience tests, the Board is of the view that the Company and Group will have sufficient headroom available to finance both the ongoing activities of the Company and manage its way through the reasonably foreseeable potential impacts of this pandemic. As a result, the financial statements have been prepared on the going concern basis, under the historical cost basis of accounting, including FRS 102 and the Companies Act 2006.

The presentation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

3.2 Consolidated financial statements

The Company is a wholly owned subsidiary of Unipart Group Limited and of its ultimate parent, Unipart Group of Companies Limited. It is included in the consolidated financial statements of Unipart Group of Companies Limited, which are publicly available. Therefore, the the Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements. These financial statements are the Company's individual financial statements.

3 Accounting policies (continued)

3.3 Cash flow statement

The Company has taken advantage of the exemption, under FRS 102 paragraph 1.12(b), from preparing a cash flow statement, on the basis that it is a qualifying entity and its ultimate parent company, Unipart Group of Companies Limited, includes the Company's cash flows in its own consolidated financial statements.

3.4 Turnover

Income is recognised as the fair value of consideration receivable on goods and services supplied during the year, including amounts received and receivable on management fee contracts.

3.5 Tangible fixed assets

Tangible fixed assets are stated at cost less depreciation, with provision for impairment where considered appropriate. The cost of purchased assets is the value of consideration given to acquire the assets and value of other directly attributable costs that are incurred in bringing the assets to the location and condition necessary for their intended use. Depreciation on the cost of tangible fixed assets is provided over the following periods on a straight-line basis, to write off the assets over their estimated useful lives from the date they are brought into use.

Plant and machinery	-	3 years
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3.6 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

Impairment reviews are performed by the directors when there has been an indication of potential impairment.

3.7 Lease accounting

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

Assets held under finance leases where the Group acts as the lessor are presented as a receivable at an amount equal to the net investment in the lease. Rental payments received by the Group under the finance leases are apportioned between the finance charge and the reduction of the outstanding obligation.

The recognition of finance income is based on a pattern reflecting a constant periodic rate of return on the Group's net investment in the finance lease. The finance charge from the lease is recognised within interest receivable in each accounting period. Rentals relating to the reduction of the outstanding obligation are recognised through revenue over the term of the lease. Normal selling losses are recognised through cost of sales on inception of the lease.

Operating lease rentals are charged to the Statement of Comprehensive Income on a straight line basis.

3 Accounting policies (continued)

3.8 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the Balance Sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the Statement of Comprehensive Income.

3.9 Stocks

Stocks and work in progress are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

3.10 Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

3.11 Deferred tax

Deferred tax is accounted for to recognise timing differences between the recognition of gains and losses in the financial statements and their recognition for tax purposes. A deferred tax liability is recognised if transactions or events result in the Company having an obligation to pay more tax in future periods. A deferred tax asset is only recognised where transactions or events that have occurred before the Balance Sheet date give the Company the right to pay less tax in the future and it is considered to be probable that the asset will be recovered. Deferred tax is measured at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date.

3.12 Financial instruments

The Company has taken advantage of the exemption, under FRS 102 paragraph 1.12(c), from presenting disclosures in relation to financial instruments, on the basis that it is a qualifying entity and its ultimate parent company, Unipart Group of Companies Limited, includes the equivalent disclosures in its own consolidated financial statements.

3 Accounting policies (continued)

3.13 Key management personnel

The Company has taken advantage of the exemption, under FRS 102 paragraph 1.12(e), from presenting disclosures in relation to key management personnel, on the basis that it is a qualifying entity and its ultimate parent company, Unipart Group of Companies Limited, includes the equivalent disclosures in its own consolidated financial statements.

3.14 Related party transactions

The Company is controlled by Unipart Group of Companies Limited. The Company has taken advantage, under FRS 102 paragraph 1.12(e), from disclosing transactions with other wholly owned Group companies.

4 Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenditure in the reporting period, particularly in relation to the adoption of the going concern assumption, the impairment of fixed asset investments, the recognition of provisions, the useful economic lives of fixed tangible assets and the recognition of deferred tax assets. Actual results could differ from those estimates. The financial statements have been prepared on the going concern basis, in accordance with Companies Act 2006 and applicable accounting standards in the United Kingdom.

In considering the going concern assumption, the directors have had to apply judgment in relation to the potential impact that the current Coronavirus global pandemic might have on the global and domestic economies the Company and Group operates in and its potential impact on the Group. In arriving at this judgement, projections have been prepared to model the financial resilience of the Company and Group to various scenarios resulting from a downturn triggered by the Coronavirus pandemic. The projections themselves require judgement and estimates regarding the potential impact that the Coronavirus pandemic will have on the Company's and Group's profit and cashflow. The results of the financial resilience tests, and the mitigating actions that are available provide a reasonable expectation that the Company and Group has adequate resources to manage its way through the potential impacts of Coronavirus. Therefore the directors continue to consider it appropriate to adopt the going concern assumption in preparing these financial statements. The directors have also concluded that, whilst there are uncertainties over the scale and duration of this pandemic, they do not lead the directors to consider that there are material uncertainties which cast significant doubt over the Company's and Group's ability to continue as a going concern. The Directors' Report includes more detail on the financial resilience testing undertaken.

Impairment reviews are performed by the directors when there has been an indication of potential impairment. See note 15 for the carrying value of fixed asset investments.

Unipart Logistics Limited

Notes to the Financial Statements For the Year Ended 31 December 2020

5 Turnover

All turnover in the current and prior year relates to the provision of supply chain and logistics solutions.

An analysis of turnover by geographical location of customer is as follows:

	2020 £000	2019 £000
United Kingdom	178,220	175,173
Rest of Europe	16,655	17,747
Rest of World	184	101
	<u>195,059</u>	<u>193,021</u>

6 Other operating income

	2020 £000	2019 £000
Government Grants	72	-
	<u>72</u>	<u>-</u>

7 Operating profit

The operating profit is stated after charging/(crediting):

	2020 £000	2019 £000
Amount of stock expensed	1,097	2,099
Operating lease rentals		
- plant and machinery	817	681
- land and buildings	4,529	3,888
Exchange differences	(3)	2
	<u>(3)</u>	<u>2</u>

Audit fees relating to the current and prior year are borne by the immediate parent company, Unipart Group Limited.

8 Employees

The Company does not have any employees in its own right (2019: nil). Employees are all employed and paid through Unipart Group Limited, the immediate parent Company, and all applicable disclosures are made in those financial statements. Recharges for employees are made by Unipart Group Limited to the Company and these are included in cost of sales and administrative expenses.

9 Directors' emoluments

The directors received their remuneration in respect of services to the Group as a whole and received no remuneration in respect of services provided to the Company (2019: £nil).

Unipart Logistics Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

10 Interest receivable and similar income

	2020 £000	2019 £000
Interest receivable	21	1
	<u>21</u>	<u>1</u>

11 Interest payable and similar charges

	2020 £000	2019 £000
Bank loans and overdrafts	108	401
Other interest payable	2	7
	<u>110</u>	<u>408</u>

12 Tax on profit on ordinary activities

	2020 £000	2019 £000
Current tax		
UK corporation tax charge on profit for the year	1,515	1,488
Adjustments in respect of prior years	3	3
Total current tax	<u>1,518</u>	<u>1,491</u>

Tax on profit on ordinary activities	<u>1,518</u>	<u>1,491</u>
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Factors affecting tax charge for the year

The tax assessed for the year is higher than (2019: higher than) the standard rate of corporation tax in the UK of 19% (2019: 19%). The differences are explained below:

	2020 £000	2019 £000
Profit on ordinary activities before taxation	<u>7,972</u>	<u>7,831</u>
Profit on ordinary activities before taxation multiplied by the standard rate of corporation tax in the UK of 19% (2019: 19%)	1,515	1,488
Effects of:		
Adjustments in respect of prior years	3	3
Total tax charge for the year	<u>1,518</u>	<u>1,491</u>

12 Tax on profit on ordinary activities (continued)

Factors that may affect future tax charges

The Group has generated significant UK capital losses from disposals in previous years. Such losses will only be available to offset UK capital profits arising in future periods, such as gains arising on the future sale of freehold properties, and it is expected to be some time before these losses are relieved. Accordingly, the Group has not recognised a deferred tax asset in respect of these losses. As a consequence, the Group does not expect to incur any significant tax charges in respect of capital gains within the foreseeable future.

In the Spring Budget 2020, the Government announced that from 1 April 2020 the corporation tax rate would remain at 19% (rather than reducing to 17%, as previously enacted). This new law was substantively enacted on 17 March 2020. As a result, the relevant deferred tax balances have been remeasured.

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate for larger businesses would increase to 25% (rather than remaining at 19%, as previously enacted). As the proposal to increase the rate to 25% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements.

13 Dividend

	2020	2019
	£000	£000
Full dividend paid of £4,000,000 per share (2019: £4,000,000 per share)	4,000	4,000

14 Tangible assets

	Plant and machinery £000
Cost or valuation	
At 1 January and 31 December 2020	<u>919</u>
Accumulated depreciation	
At 1 January and 31 December 2020	<u>919</u>
Net book value	
At 1 January and 31 December 2020	<u>-</u>

Unipart Logistics Limited

Notes to the Financial Statements

For the Year Ended 31 December 2020

15 Investments

	2020	2019
	£000	£000
Cost and net book value		
At 1 January and 31 December	390	390

The investment in subsidiary undertakings represents the Company's interest in 100% of the ordinary share capital of Unipart Logistics (Suzhou) Trading Co. Limited, a company incorporated in China, 100% of the ordinary share capital of Unipart Accelerated Logistics Limited, a company incorporated in England and Wales, 99% of the ordinary share capital of Unipart Services India Private Limited, a company incorporated in India and 100% of the ordinary share capital of Unipart Logistics s.r.o., a company incorporated in the Czech Republic.

All companies are trading entities and carry out general logistics and consultancy.

The carrying values of the investments are supported by their underlying net assets.

The registered office address for Unipart Logistics (Suzhou) Trading Co. Limited is Room 901, 9th Floor, Xian Dai Logistics Tower, No.88 Xian Dai Avenue, Suzhou Industrial Park, China.

The registered office address for Unipart Accelerated Logistics Limited is Unipart House, Garsington Road, Cowley, Oxford, Oxfordshire, OX4 2PG.

The registered office address for Unipart Services India Private Limited is Office No. 224, Sector 30-A, Platinum Techno Park, Vashi, Navi Mumbai - 400703, Maharashtra, India.

The registered office address for Unipart Logistics s.r.o. is Praha 1, Nove Mesto, Vaclavske namesti 832/19, Czech Republic.

16 Stocks

	2020	2019
	£000	£000
Finished goods	128	149
	128	149

There is no material difference between carrying value and replacement cost.

Stocks are stated after provisions for obsolescence of £116,000 (2019: £89,000).

Unipart Logistics Limited

Notes to the Financial Statements
For the Year Ended 31 December 2020

17 Debtors: amounts falling due after more than one year

	2020 £000	2019 £000
Amounts falling due after more than one year		
Deferred tax (note 21)	2	-
Other debtors	175	257
	<u>177</u>	<u>257</u>

18 Debtors: amounts falling due within one year

	2020 £000	2019 £000
Amounts falling due within one year		
Trade debtors	20,278	29,913
Amounts owed by Group undertakings	28,446	22,036
Deferred tax (note 21)	-	2
Prepayments and accrued income	8,638	7,435
Other debtors	80	77
	<u>57,442</u>	<u>59,463</u>

Amounts owed by Group undertakings are unsecured, non-interest bearing and are repayable on demand.

Trade debtors are stated after provisions for impairment of £932,000 (2019: £668,000).

Unipart Logistics Limited

Notes to the Financial Statements For the Year Ended 31 December 2020

19 Creditors: amounts falling due within one year

	2020 £000	2019 £000
Trade creditors	158	119
Amounts owed to Group undertakings	4	15
Corporation tax	1,518	1,472
Other taxation and social security	9,683	9,141
Other creditors	15,026	15,891
Accruals and deferred income	4,934	4,423
	<u>31,323</u>	<u>31,061</u>

Amounts owed to Group undertakings are unsecured, non-interest bearing and are repayable on demand.

20 Creditors: amounts falling due after more than one year

	2020 £000	2019 £000
Bank loans and overdrafts	10,597	15,213
Other creditors	616	792
	<u>11,213</u>	<u>16,005</u>

The bank loans and overdrafts bear interest based on LIBOR and are secured by fixed and floating charges over certain of the Company and fellow subsidiary assets. The bank loan is part of a working capital facility that is currently committed until December 2024.

After the balance sheet date, the working capital facility was extended on similar terms until March 2024.

21 Deferred tax

	2020 £000	2019 £000
At 1 January and 31 December	<u>2</u>	<u>2</u>

The deferred tax asset is made up as follows:

	2020 £000	2019 £000
Accelerated capital allowances	<u>2</u>	<u>2</u>

The Company recognised all available deferred tax assets.

Unipart Logistics Limited

Notes to the Financial Statements For the Year Ended 31 December 2020

22 Called up share capital

	2020	2019
	£	£
Allotted called up and fully paid		
1 (2019: 1) Ordinary share of £1	<u>1</u>	<u>1</u>

Ordinary shares are classified as equity.

There is a single class of ordinary shares. There are no restrictions on the distribution of dividends and the repayment of capital on these ordinary shares.

23 Reserves

Profit and loss account

The profit and loss account represents accumulated comprehensive income for the year and prior years less dividends paid.

24 Contingent liabilities

The Company has given security, by way of fixed and floating charges over certain of the Company's assets, to guarantee bank loans and overdrafts provided to certain fellow subsidiary undertakings. The amount outstanding under such arrangements at 31 December 2020 was £1,730,000 (2019: £16,976,000).

Unipart Logistics Limited

Notes to the Financial Statements For the Year Ended 31 December 2020

25 Operating lease commitments

At 31 December, the Company had total future minimum lease payments under non-cancellable operating leases as follows:

	2020	2019
	£000	£000
Expiry date		
Within 1 year	4,097	3,652
Between 2 and 5 years	6,089	4,515

26 Ultimate parent undertaking and controlling party

The immediate parent undertaking is Unipart Group Limited, which is the parent undertaking of the smallest group to consolidate these financial statements.

The ultimate parent undertaking and controlling party is Unipart Group of Companies Limited, which is the parent undertaking of the largest group to consolidate these financial statements. Copies of Unipart Group of Companies Limited's consolidated financial statements can be obtained from the Company Secretary at Unipart House, Cowley, Oxford, OX4 2PG.