

# **The Marine & Property Group Ltd**

Non-Statutory Consolidated Financial Statements

Year Ended

31 December 2018



# The Marine & Property Group Ltd

For the year ended 31st December 2018

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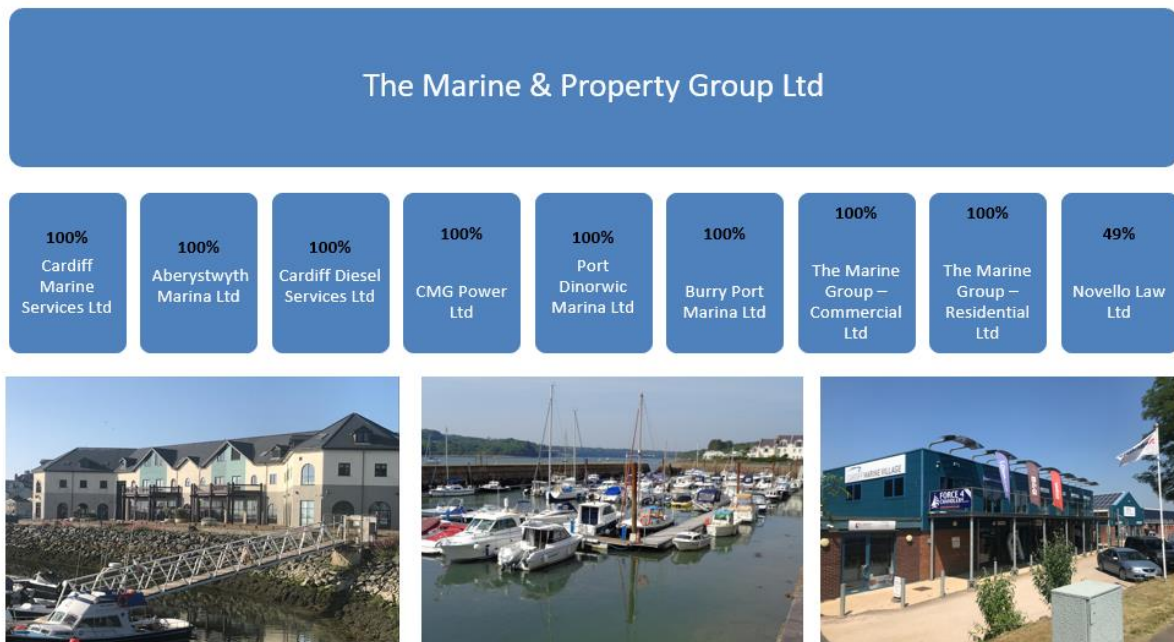
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## Results

The profit and loss account is set out on page 5 shows the profit for the year.

## Group Structure

The Marine & Property Group Ltd is the holding company of a group of ten companies. The company files statutory accounts for the companies on an individual basis. These consolidated accounts for the group include all businesses in the group where the shareholding is over fifty percent. The group structure is as follows:



## Group Financial Highlights

	December 2015	December 2016	December 2017	December 2018
Group Turnover	£2'666'913	£3'667'869	£4'298'694	£5'181'152
Gross Profit	£1'866'822	£2'837'833	£3'124'908	£3'310'235
EBITDA	£911'415	£1'495'850	£1'730'048	£1'981'046

	December 2015	December 2016	December 2017	December 2018
Fixed Assets	£19'432'141	£21'354'685	£23'989'527	£26'741'495
Current Assets	£6'332'427	£5'886'816	£4'884'342	£8'183'329
Creditors < 1 Year	(£3'625'683)	(£3'684'233)	(3'200'249)	(3'922'442)
Net Current Assets	£2'706'744	£2'202'583	£1'684'093	£4'260'887
Total Assets (Equity)	<b>£14'045'540</b>	<b>£15'422'519</b>	<b>£18'976'034</b>	<b>£22'206'243</b>

## Principal activities

The company's principal activity is that of a parent company for:

Cardiff Marine Services Limited	Aberystwyth Marina Limited
Port Dinorwic Marina Limited	Burry Port Marina Limited
CMG Power Limited and	Cardiff Diesel Services Limited
The Marine Group – Commercial Ltd	The Marine Group – Residential Ltd



The ten companies within The Marine & Property Group Ltd (The Marine & Property Group Ltd and subsidiaries; Cardiff Marine Services Limited, Aberystwyth Marina Limited, Port Dinorwic Marina Ltd, Burry Port Marina Limited, Cardiff Diesel Services Limited, CMG Power Limited, The Marine Group - Commercial Ltd and The Marine Group – Residential Ltd together "the group"), continued to demonstrate growth in 2018. Over the coming three years, the directors are confident that the growth trends experienced for the group over the year will continue.

In addition the group benefits from a number of new commercial opportunities which when implemented will allow the group to grow beyond its present capacity in the future. The group plans to build further facilities at its various locations and further marinas and harbours will be added to the portfolio over the coming years.

The Marine & Property Group Ltd employs industry leading personnel with a genuine passion for quality and service and this is borne out in customer feedback whether from a berth holder in one of the company's facilities or a service customer. Revenue streams are residual and diverse.

## BUSINESS INCOME STREAMS

The value of The Marine & Property Group (TMPG) is derived from its robust existing income streams, its reversionary potential and its real estate development opportunities.

 MARINA BERTHING	 BOATYARD SERVICES	 BOAT MAINTENANCE & REPAIR	 MECHANICAL ENGINEERING	 PROPERTY INCOME	 OTHER INCOME
<ul style="list-style-type: none"> <li>Berthing is sold as a pay annually or pay monthly product and is priced at a competitive average of £275 per metre per annum across the 4 marinas.</li> <li>TMPG also offers visitor berthing on a per night basis.</li> <li>Significant reversionary potential via occupancy growth as UK GDP continues upward trajectory</li> </ul>	<ul style="list-style-type: none"> <li>TMPG owns and operates the boat lifting, launching, storage ashore and dry stack at all of its marinas.</li> <li>TMPG offers the boat lifting and launching services to berth holders, visitors and commercial businesses operating on its sites.</li> <li>Storage ashore and dry stack allows TMPG to generate revenue from its land, especially in winter months.</li> <li>Dry stack increases site utilisation.</li> </ul>	<ul style="list-style-type: none"> <li>TMPG offers a comprehensive range of boatyard services.</li> <li>Highly qualified, accredited boat builders and engineers.</li> <li>Specialist undercover workshops with state of the art equipment and tools.</li> <li>Wales' leading boat maintenance and repair centre with over 35 years of dedicated professional service.</li> <li>Appointed Insurance Repair Centre.</li> </ul>	<ul style="list-style-type: none"> <li>TMPG supports industrial, marine and power generation segments.</li> <li>A highly qualified and experienced team of engineers provide a complete power solution covering hire, sales, servicing, repairs, maintenance and parts to support all leading brand power systems.</li> <li>Mobile engineers offer 360 degree coverage of Wales with bases in Cardiff, Swansea, Aberystwyth and Port Dinorwic.</li> </ul>	<ul style="list-style-type: none"> <li>Tenants are essential to the overall marina offering and provide complementary services such as: marine chandlery, cafes, restaurants, bars and shops.</li> <li>Ongoing property asset management initiatives will lead to increased recurring income.</li> </ul>	<ul style="list-style-type: none"> <li>Dredging for third party commercial contracts.</li> <li>Harbour Management &amp; Consultancy income.</li> <li>Asset Management &amp; Development Management income.</li> <li>Legal Services for third party commercial contracts. Establishing Novello Law has converted a cost centre to a profit centre.</li> <li>Commercial vessel work and skippering.</li> <li>Boat sales &amp; Brokerage</li> <li>Fuel sales</li> <li>Chandlery</li> </ul>

## OWNERS & OPERATORS OF A VALUABLE PORTFOLIO OF MARINAS, LAND AND PROPERTY



### CARDIFF

Berths : 460 berths  
Land : 12 Acres  
Property: c35,000 sqft



### BURRY PORT

Berths : 420 berths  
Land : 15 Acres  
Property: c3,000 sqft



### ABERYSTWYTH

Berths : 165 berths  
Land : 7 Acres  
Property: c15,000 sqft



### PORT DINORWIC

Berths : 180 berths  
Land : 9 Acres  
Property: c8,000 sqft



CARDIFF - BURRY PORT - ABERYSTWYTH - PORT DINORWIC

The company is banked by Thin Cats and Shawbrook Bank providing the group with flexible and conservative terms.

# The Marine & Property Group Ltd

Consolidated Profit and Loss account  
for the year ended 31st December 2018

## Directors

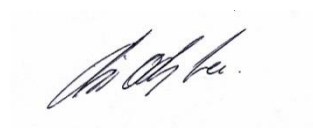
Kerry McDonald

Drew James McDonald

Christopher Odling-Smee

## Secretary and Registered Office

Christopher Odling-Smee, Cardiff Marine Village, Penarth Road, Cardiff, United Kingdom,  
CF11 8TU



24<sup>th</sup> September 2019

# The Marine & Property Group Ltd

Consolidated Profit and Loss account  
for the year ended 31st December 2018

	Note	Year Ending Dec 2018 £	Year Ending Dec 2017 £
<b>Turnover</b>	2	£5,181,152	£4,298,694
Cost of Sales		<u>£1,870,917</u>	<u>£1,173,786</u>
<b>Gross Profit</b>		£3,310,235	£3,124,908
Distribution Costs		£40,342	£44,191
Administration Expenses		£1,619,111	£1,673,413
<b>Operating Profit</b>	3	<u>£1,650,782</u>	<u>£1,407,304</u>
Other interest receivable		-	-
Interest payable		£393,855	£429,683
<b>Profit on ordinary activities before and after taxation for the financial year</b>		<u><u>£1,256,927</u></u>	<u><u>£977,621</u></u>
		<b>2018 £</b>	<b>2017 £</b>
<b>Statement of total recognised gains and losses</b>			
Profit for the financial year		1,256,927	977,621
Prior year adjustments			-
<b>Total recognised gains and losses for the financial year</b>		<u><u>1,256,927</u></u>	<u><u>977,621</u></u>

# The Marine & Property Group Ltd

Consolidated Balance Sheet at 31<sup>st</sup> December 2018

	Note	2018	2018	2017	2017
		£	£	£	£
<b>Fixed Assets</b>					
Goodwill			110,000		120,000
Tangible Assets	6		21,913,637		19,946,880
Fixed Asset Investment	7		4,717,858		3,922,647
			<u>26,741,495</u>		<u>23,989,527</u>
<b>Current Assets</b>					
Stock		715,910		671,667	
Debtors	8	7,945,603		4,192,771	
Cash at bank and in hand		<u>-478,186</u>		<u>19,904</u>	
		8,183,327		4,884,342	
<b>Creditors: amounts falling due within one year</b>					
	9		<u>3,922,441</u>		<u>3,200,249</u>
<b>Net Current Assets</b>			4,260,886		1,684,093
<b>Total assets less current liabilities</b>			31,002,381		25,673,620
<b>Creditors: amounts falling due after more than one year</b>					
	10		<u>8,796,138</u>		<u>6,697,586</u>
			<u>22,206,243</u>		<u>18,976,034</u>
<b>Capital and Reserves</b>					
Called up share Capital	11		113		113
Share Premium	12		3,632,798		412,489
Revaluation Reserve	12		11,949,328		12,932,328
Profit and Loss account	12		6,624,004		5,631,104
<b>Shareholders' funds</b>			<u>22,206,243</u>		<u>18,976,034</u>



**Christopher Odling-Smee**

Director

24<sup>th</sup> September 2019

# The Marine & Property Group Ltd

Notes forming part of the financial statements  
for the year ended 31<sup>st</sup> December 2018

1. *Accounting policies*

The financial statement have been prepared under the historical cost convention.

The following principal accounting policies have been applied:

*Going Concern*

The Marine & Property Group Ltd ("the company") enjoys a substantial element of residual income based on long-term tenant contracts across it's commercial property portfolio. In addition the company fully owns nine subsidiary companies Cardiff Marine Services Limited, Aberystwyth Marina Limited, Port Dinorwic Marina Limited, Burry Port Marina Limited, Cardiff Diesel Services Limited, CMG 'Power Limited, The Marine Group – Commercial Ltd and The Marine Group – Residential Ltd (together, "the Group"). There is sufficient operating profit generated within the Group to support the ten companies. A management fee is paid to The Marine & Property Group Limited by its subsidiaries.

The directors have prepared and reviewed trading forecasts for the period to December 2022 which show a period of strong growth for the Group going forwards.

Funding is negotiated and reviewed on a Group and individual company basis. The directors have a good relationship with their finance providers who are supportive of the business.

Taking the above into account the directors are confident that the company and Group will both continue to grow and represents a going concern.

*Turnover*

Turnover comprises revenue by the group during the year in respect of rents due for property owned, moorings, storage of boats, and related marine services, consultancy services, and the sales of goods, net of value added tax and trade discounts.

Turnover is recognised at the point of service or point of despatch.



# The Marine & Property Group Ltd

Notes forming part of the financial statements  
for the year ended 31<sup>st</sup> December 2018 (continued)

## *Tangible fixed assets and depreciation*

Tangible fixed assets are stated at cost less depreciation charges. Depreciation on tangible fixed assets is provided at rates to write off the cost of those assets or valuation, less their estimated residual values, over their expected useful lives on the following basis:

Land & buildings	-	2% straight line
Marina infrastructure: non-land	-	2.5% straight line
Marina infrastructure: Land	-	Not depreciated
Plant and machinery	-	25% reducing balance
Motor Vehicles	-	25% reducing balance
Office Equipment	-	25% reducing balance
Loose Tools	-	25% reducing balance

## *Stocks and work in progress*

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.

## *Valuation of investments*

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

## *Deferred Taxation*

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be more suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax balances are not discounted.

## *Leasing and hire purchase*

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where sustainability all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

# The Marine & Property Group Ltd

Notes forming part of the financial statements  
for the year ended 31<sup>st</sup> December 2018 (continued)

## 2 Turnover

Turnover arises solely within the United Kingdom

## 3 Operating Profit/(Loss)

	2018	2017
	£	£
This is arrived after charging:		
Amortisation of goodwill	10,000	10,000
Depreciation of tangible fixed assets	545,804	164,611
Auditors Remuneration	-	-
Bank Charges including refinancing charges	-	-

During the year, no director received remuneration (2017: Nil)

# The Marine & Property Group Ltd

Notes forming part of the financial statements  
for the year ended 31<sup>st</sup> December 2018 (continued)

## 4 Group Profit & Loss and EBITDA reconciliation for 2018

<u>Group View</u>	<u>TMPG</u>	<u>TMG - Commercial</u>	<u>CMS</u>	<u>CMGP</u>	<u>CDS</u>	<u>ABER</u>	<u>Port Dinorwic</u>	<u>Burry Port</u>	<u>Group</u>
	£	£	£	£	£	£	£	£	£
Turnover	937,867	-	2,886,020	-	655,312	233,526	398,062	70,365	5,181,152
Cost of sales	-	-	(882,049)	(314)	(661,820)	(108,949)	(196,680)	(21,105)	(1,870,917)
Gross profit	937,867	-	2,003,971	(314)	(6,508)	124,577	201,382	49,260	3,310,235
Distribution costs	-	-	(23,897)	-	-	-	(9,680)	(6,765)	(40,342)
Administrative expenses	(85,017)	-	(925,758)	(16,800)	(91,743)	(134,352)	(295,841)	(69,600)	(1,619,111)
Other operating income	-	-	-	-	-	-	-	-	-
Operating profit	852,849	-	1,054,316	(17,114)	(98,251)	(9,774)	(104,139)	(27,105)	1,650,782
Profit on disposal of fixed assets	-	-	-	-	-	-	-	-	-
Profit on ordinary activities before interest and other income	852,849	-	1,054,316	(17,114)	(98,251)	(9,774)	(104,139)	(27,105)	1,650,782
Interest receivable	-	-	-	-	-	-	-	-	-
Interest payable	(211,071)	-	(178,329)	(398)	-	(4,057)	-	-	(393,855)
Loss on ordinary activities before and after tax	641,779	-	875,987	(17,512)	(98,251)	(13,831)	(104,139)	(27,105)	1,256,927
	<u>TMPG</u>	<u>TMG - Commercial</u>	<u>CMS</u>	<u>CMGP</u>	<u>CDS</u>	<u>ABER</u>	<u>Port Dinorwic</u>	<u>Burry Port</u>	<u>Group</u>
PBT per Statutory Accounts	641,779	-	875,987	(17,512)	(98,251)	(13,831)	(104,139)	(27,105)	1,256,927
add									
Amortisation & Exceptional items									-
Depreciation	(59,424)	-	(186,413)	(10,000)	(7,804)	(66,623)	-	-	(330,264)
Interest Paid	(211,071)	-	(178,329)	(398)	-	(4,057)	-	-	(393,855)
<b>EBITDA</b>	<b>912,273</b>	<b>0</b>	<b>1,240,729</b>	<b>-7,114</b>	<b>-90,447</b>	<b>56,849</b>	<b>-104,139</b>	<b>-27,105</b>	<b>1,981,046</b>

# he Marine & Property Group Ltd

Notes forming part of the financial statements  
for the year ended 31<sup>st</sup> December 2018 (continued)

## 5 Taxation on profit/(Loss) on ordinary activities:

No Corporation tax is payable on the profit for the year due to the utilisation of group tax losses

## 6 Tangible Fixed Assets

### Group

	Land & Buildings £	Marina Property £	Plant & Machinery £	Motor Vehicles £	Office Equipment £	Loose Tools £	Total £
<b>Cost or Valuation</b>							
At 1st January 2018	6,445,990	11,555,682	3,141,282	129,271	79,020	55,731	21,406,976
Additions	23,216	7,201,928	74,284	22,836	4,135	14,019	7,340,419
Disposals							-
At 31st December 2018	6,469,206	18,757,610	3,215,566	152,107	83,155	69,750	28,747,395
<b>Depreciation</b>							
At 1st January 2018	523,498	436,404	331,328	62,455	63,605	42,806	1,460,096
Provided for the year	142,855	(59,981)	406,017	46,703	4,242	5,968	545,804
At 31st December 2018	666,353	376,423	737,345	109,158	67,847	48,774	2,005,900
<b>Net Book Value</b>							
At 31st December 2018	5,802,853	18,381,187	2,478,221	42,948	15,308	20,976	26,741,495

# The Marine & Property Group Ltd

Notes forming part of the financial statements  
for the year ended 31<sup>st</sup> December 2018 (continued)

## 7 Fixed Asset Investments

<u>Company</u>	Shares in group undertakings and participating interests £
<i>Cost or Valuation</i>	
At 31st December 2018	<b>4,717,858</b>

Subsidiary undertakings, associated undertakings and other investments

The principal undertakings in which the company's interest at the period end is 20% or more are as follows:

# The Marine & Property Group Ltd

Notes forming part of the financial statements  
for the year ended 31<sup>st</sup> December 2018 (continued)

	Class of share capital held	Proportion of share capital held	Nature of Business
<b><u>Subsidiary undertakings</u></b>			
Cardiff Marine Services Ltd	Ordinary	100%	Provision of dockside facilities
CMG Power Limited	Ordinary	100%	Operation of a Multi branded Engine Parts and Engine Service Centre
Cardiff Diesel Services (CDS) Ltd	Ordinary	100%	Provision of industrial engine services and the support of the group's engineering department.
Aberystwyth Marina Limited	Ordinary	100%	Operation of Marina and provision of dockside facilities
Port Dinorwic Marina Limited	Ordinary	100%	Operation of Marina and provision of dockside facilities
Burry Port Marina Limited	Ordinary	100%	Operation of Marina and provision of dockside facilities

# The Marine & Property Group Ltd

Notes forming part of the financial statements  
for the year ended 31<sup>st</sup> December 2018 (continued)

## 8 Debtors

	Group 2018 £	Group 2017 £
Trade Debtors	4,594,285	2,546,420
Amounts owed by companies under common control	2,504,885	1,166,740
Other Debtors	840,433	383,611
Prepayments and accrued income	-	90,000
Deferred Taxation	6,000	6,000
	<b>7,945,603</b>	<b>4,192,771</b>

Deferred  
Tax  
£

At 1st January and 31st December 2018

6,000

<i>Deferred Taxation</i>	Group 2018 £	Group 2017 £	Company 2018 £	Company 2017 £
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*The amount of deferred taxation is  
as follows:*

Accelerated Capital allowances	6,000	6,000	-	-
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# The Marine & Property Group Ltd

Notes forming part of the financial statements  
for the year ended 31<sup>st</sup> December 2018 (continued)

**9 Creditors: amounts falling due within one year**

	<b>Group 2018</b>	<b>Group 2017</b>
	<b>£</b>	<b>£</b>
Bank Loans and Overdrafts (Secured)	288	375,070
Other Loans	1,074,362	848,337
Trade Creditors	388,076	212,722
Amounts owed to companies under common control	-	-
Other taxation and social security	1,372,670	752,719
Obligations under finance lease and hire purchase contracts	-	-
Other Creditors	1,087,045	1,011,401
	<u>3,922,441</u>	<u>3,200,249</u>

**10 Creditors: amounts falling due after more than one year**

	<b>Group 2018</b>	<b>Group 2017</b>
	<b>£</b>	<b>£</b>
Bank Loans (Secured)	6,916,374	6,276,450
Other Loans/Creditors	1,879,764	379,677
Amounts owed to companies under common control		41,459
	<u>8,796,138</u>	<u>6,697,586</u>



# The Marine & Property Group Ltd

Notes forming part of the financial statements  
for the year ended 31<sup>st</sup> December 2018 (continued)

## 11 Share Capital

	2018	2017
	£	£
<i>allotted, called up and fully paid</i>		
113 ordinary shares at £1 each	113	113

## 12 Reserves

	Share Premium	Revaluation Reserve	Profit & Loss Account
<u>Group</u>	£	£	£
At 1st January 2018	3,626,740	11,949,328	5,367,077
Revaluation addition	-	-	-
Shares issued	-	-	-
Profit for the year	-	-	1,256,927
At 31st December 2018	<u>3,626,740</u>	<u>11,949,328</u>	<u>6,624,004</u>