



**For immediate release**

**10 June 2020**

**Vp plc**

(‘Vp’, the ‘Group’ or the ‘Company’)

### **Final Results**

Vp plc, the equipment rental specialist, today announces its audited Final Results for the year ended 31 March 2020.

#### **Highlights**

- Record profit before tax, amortisation and exceptional items of £47.1 million (2019: £46.8 million)<sup>1</sup>
- Revenues reduced by 5% to £362.9 million (2019: £382.8 million)
- Return on average capital employed 14.5% (2019: 14.5%)<sup>1</sup>
- Basic earnings per share, pre-amortisation and exceptional items, decreased 4.3% to 91.0 pence (2019: 95.1 pence)<sup>1</sup>
- Decision on a dividend delayed until later in the year
- EBITDA before exceptional items down 3% to £98.1 million (2019: £101.4 million)<sup>1</sup>
- Reduced net debt of £159.8 million (2019: £167.7 million) after funding:
  - Capital investment in the rental fleet of £49.1 million (2019: £63.8 million)
- Profit before taxation of £28.8 million (2019: £33.6 million)<sup>1</sup> and earnings per share of 47.7 pence (2019: 65.2 pence)<sup>1</sup>
- Exceptional costs of £1.5 million (2019: £8.6 million) resulting from business restructuring and regulatory review costs
- Statutory profit before taxation of £28.4 million (2019: £33.6 million); statutory earnings per share of 46.9 pence (2019: 65.2 pence); and profit before tax, amortisation and exceptional items inclusive of IFRS 16 impact of £46.6 million (2019: £46.8 million)

**Commenting on the Final Results, Jeremy Pilkington, Chairman of Vp plc, said:** “The results up until 31 March 2020 can be considered a very satisfactory performance, with modest margin and PBT improvement achieved against a highly uncertain economic backdrop with the UK being distracted by Brexit and the General Election in December 2019.

“Vp was expecting to see a return to heightened activity levels across our core markets, however the worldwide government restrictions imposed on movement as a results of Covid-19 have had an impact on trading for the current financial year. We are however encouraged that in several sectors, activity has started to pick up and it is encouraging to hear the emphasis Governments are giving to the importance of resuming work wherever possible whilst respecting safety guidelines.

“It is however too early to have visibility on when trading might restore to normal levels, and therefore owing to the exceptional circumstances of Covid-19, the Board has decided to delay the decision on a dividend until later in the year when the Group would hope to have better visibility of the overall situation. The Board appreciates that income is of vital importance to shareholders and we intend to restore normal patterns of distributions as soon as possible.

“I would like to thank all our employees around the world for responding so positively to this unprecedented situation.”

**Neil Stothard, Chief Executive of Vp plc, added:** “The Group took decisive action to control costs at the start of the pandemic including stopping all but essential recruitment and capital expenditure. We kept many of our operating locations open for business throughout, in support of those critical sectors requiring our services, we initially mothballed some sites and participated in the Government’s job retention scheme, furloughing approximately half of our UK employees at the peak in April. We have since re-opened branches and taken employees out of furlough as demand has slowly recovered. The International division has also been impacted with different countries feeling different effects of the pandemic.

“We have strengthened further our financial position by conserving cash; reducing costs and delaying the dividend. We believe that this will help ensure the long-term resilience of the business as well as its capability to respond quickly as markets recover. Vp is fundamentally sound, and is built on over 60 years of successful development. A combination of supporting a diversity of markets across a range of geographies together with a strong financial discipline and an excellent team will help us to quickly re-position the business and allow us to embrace the fresh but increasingly positive challenges that the next 12 months will hold.”

- Ends -

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## Notes on alternative performance measures:

1. Following the adoption of IFRS 16 *Leases* with effect from 1 April 2019, as the Group has adopted the accounting standard using the modified retrospective approach to transition and has accordingly not restated prior periods, the results for the year ended 31 March 2020 are not directly comparable with those reported in the prior period under the previous applicable accounting standard, IAS 17 *Leases*. To provide meaningful comparatives, the results for the year ended 31 March 2020 have therefore also been presented under IAS 17. Further, as the decision makers currently allocate resource and assess performance primarily on an IAS 17 basis, the alternative performance measures will be disclosed based on IAS 17 until the transition to an IFRS 16 basis in the financial year ending 31 March 2021. See below and Note 11 in the Annual Report and Accounts for a reconciliation of the IAS 17 alternative performance measures to the equivalent IFRS 16 measures. The adoption of IFRS 16 did not have a significant impact on profit before taxation (£0.5 million impact). The balance sheet impact has been disclosed in note 11 in the Annual Report and Accounts.

### ***Impact on Consolidated Income Statement, EBITDA and earnings per share***

Basic earnings per share before the amortisation of intangibles and exceptional items decreased by 0.8 pence for the period to 31 March 2020 as a result of the adoption of IFRS 16. The financial impact of the transition on the Group's Consolidated Income Statement and EBITDA for the year ended 31 March 2020 is set out below:

	Excluding IFRS 16 £000	IFRS 16 Impact £000	Reported £000
Operating profit before amortisation and exceptional items	51,890	3,590	<b>55,480</b>
Operating profit	33,616	3,590	<b>37,206</b>
EBITDA	98,050	25,767	<b>123,817</b>
Net financial expense	(4,791)	(4,049)	<b>(8,840)</b>
Profit before taxation, amortisation and exceptional items	47,099	(459)	<b>46,640</b>
Profit before taxation	28,825	(459)	<b>28,366</b>

- All performance measures stated as before amortisation are also before impairment of intangibles and exceptional items.
- Basic earnings per share pre amortisation and exceptional items is reconciled to basic earnings per share in note 3.
- Profit before tax, amortisation and exceptional items is reconciled to profit before tax in the Income Statement.
- EBITDA is reconciled to profit before tax, amortisation and exceptional items by adding back net financial expenses and depreciation.
- Return on average capital employed is based on profit before tax, interest, amortisation and exceptional items divided by average capital employed on a monthly basis using the management accounts. Profit before tax, interest, amortisation and exceptional items is reconciled to profit before interest and tax in the Income Statement.

## CHAIRMAN'S STATEMENT

The Covid-19 pandemic has understandably overshadowed the year end and as a result my statement this year will be more concerned than usual with current and future prospects. However, I would like to start with a traditional review of the year ended 31 March 2020.

Profits before tax, amortisation and exceptional items rose marginally to £47.1 million (2019: £46.8 million) on revenues down by 5% to £362.9 million (2019: £382.8 million). Net debt at the year-end was £159.8 million (2019: £167.7 million) after funding £49.1 million capital investment in the rental fleet (2019: £63.8 million). Our characteristically strong EBITDA was £98.1 million (2019: £101.4 million).

Return on average capital employed remained strong at 14.5% (2019: 14.5%) and earnings per share softened marginally to 91.0 pence per share (2019: 95.1 pence per share).

Against an economic background severely distracted in the UK by Brexit and its associated issues, these results can, I believe, be considered a very satisfactory performance. However, owing to the exceptional circumstances of Covid-19, the Board has decided to delay the decision on a dividend until later in the year when we would hope to have better visibility of the overall situation. We appreciate that income is of vital importance to shareholders and we intend to restore normal patterns of distributions as soon as possible.

As previously announced, in May 2019 we acquired Sandhurst Limited for £3.325 million. Sandhurst works within the Groundforce division to offer specialist excavator attachments to the construction and civil engineering sectors from five locations across the UK. Within a market that has experienced some local headwinds, Sandhurst has traded satisfactorily in its first year of our ownership.

Both in the UK and internationally, the Covid-19 lockdown has had a severe impact on activity levels across most, but not all, of our business streams. Our first response everywhere has been to ensure the safety of our employees, our customers and all other elements of our supply chain. Thereafter, we have prioritised cash conservation and the adjustment of our cost base against the new reality of sharply reduced activity levels. Recruitment and capital expenditure have been frozen except in the most exceptional circumstances. We have mothballed some branches and furloughed workers where appropriate. Homeworking has been widely employed with only a minimum office presence and subject to the observation of social distancing and other hygiene guidelines. We have however needed to

maintain a core operational capability in support of critical infrastructure activities such as health, transport and utilities.

As a result of these measures, I am pleased to be able to say that, at this stage, we believe that the strength of the Group's cash flow referred to above supports what is a comfortable level of borrowing headroom.

Shareholders are already aware of the announcement by the Competition and Markets Authority on 9 April 2019 in respect of suspected anti-competitive behaviour within the temporary groundworks sector. The CMA's findings remain provisional and we continue to co-operate fully with their investigation and we await their determination in due course.

During April and May 2020, revenue levels generally stabilised and since then, in several sectors, activity has started to recover somewhat. It is encouraging to hear the emphasis Governments are now giving to the importance of resuming work wherever possible whilst respecting safety guidelines. In the UK, the focus on re-starting construction activity and in particular housebuilding, is a very welcome move.

Going forward, we will continue to manage the cost base of the business to reflect trading levels and we have every confidence that we can manage any necessary adjustments satisfactorily.

Over the past ten years, we have been able to deliver compound average growth in profits before amortisation, taxation and exceptional items of 13%. It is to these levels of performance that we aspire to return as the current downturn abates.

I routinely at this time take the opportunity to thank all our employees for their contribution to the ongoing success of the business. Whilst these thanks remain undoubtedly appropriate, I need to add a special note of appreciation to all for coping with the unique emotional and operational challenges created by the pandemic.

**Jeremy Pilkington**

**Chairman**

10 June 2020

## BUSINESS REVIEW

### OVERVIEW

*Vp plc is a rental business providing specialist products and services to a diverse range of end markets including infrastructure, construction, housebuilding, and oil and gas. The Group comprises a UK and an International Division.*

	Year ended 31 March 2020	Year ended 31 March 2019
Revenue	<b>£362.9 million</b>	£382.8 million
Operating profit before amortisation and exceptional items <sup>1</sup>	<b>£51.9 million</b>	£51.6 million
Operating margin <sup>1</sup>	<b>14.3%</b>	13.5%
Investment in rental fleet	<b>£49.1 million</b>	£63.8 million
Return on average capital employed	<b>14.5%</b>	14.5%
Statutory Operating profit	<b>£37.2 million</b>	£38.3 million

**The year to 31 March 2020 was a satisfactory trading period for the Group against a backdrop of some volatility in the market environments within which we participate.**

Group operating profits before amortisation, exceptional items and IFRS 16 impact were marginally ahead at £51.9 million compared with prior year of £51.6 million. Operating margins increased to 14.3% (2019: 13.5%) and return on average capital employed of 14.5% was in line with prior year, a measure which continues to underline the high quality of the Group's earnings. Group revenues at £362.9 million (2019: £382.8 million) were 5% down on prior year.

Whilst most of our end markets were stable during the year, the construction market weakened on Brexit concerns during 2019 and latterly the Covid-19 outbreak negated hopes of a pick up into 2020.

Cash generation from trading remained robust and EBITDA before exceptional items was £98.1 million (2019: £101.4 million). Net debt at 31 March 2020 was £159.8 million (2019: £167.7 million), a reduction of £7.9 million in the period. The Group has total committed facilities of £207.5 million.

With growth more subdued during the year, the investment in rental fleet was tailored accordingly with gross capital expenditure of £49.1 million, well down on prior year of £63.8 million. Fleet disposal proceeds increased to £21.4 million up from £20.0 million in the prior year, generating increased profit on disposals of £8.9 million (2019: £7.6 million). As previously reported, in May 2019, we acquired the

entire issued share capital of Sandhurst Limited, a business that specialises in the rental of excavator attachments to the UK construction and civil engineering sectors.

With the rapid onset of the Covid-19 virus in March 2020, most Group companies' activities were severely impacted by lockdowns and the final two weeks of March saw demand drop severely, our response to which is covered later in this review.



## UK DIVISION

	Year ended 31 March 2020	Year ended 31 March 2019
Revenue	£331.0 million	£350.3 million
Operating profit before amortisation and exceptional items <sup>1</sup>	£50.2 million	£49.9 million
Investment in rental fleet	£41.0 million	£57.4 million

**Operating profits (before amortisation, exceptional items and IFRS 16 impact) in the UK division increased marginally in the year to £50.2 million compared with £49.9 million prior year. Revenues of £331.0 million (2019: £350.3 million) were 6% down on prior year.**

The UK division, comprises seven main business units: UK Forks, Groundforce, TPA, Brandon Hire Station, ESS Safeforce, MEP and Torrent Trackside. Whilst mainly operating in the UK, some of these businesses also have operations in mainland Europe, primarily Germany and the Netherlands. All support our three core sectors of Infrastructure, Construction and Housebuilding.

Trading in the **UK Forks** division was largely positive in the year with strong demand for the telehandler products in particular from a supportive housebuilding sector. By contrast, general construction and telecoms were quieter. Net investment in fleet at UK Forks was similar to prior year. The temporary closure of the housebuilding sector at the end of March 2020 had a material impact on the division but pleasingly demand has started to return into May as most builders have now returned to work, albeit on a reduced basis.

**Groundforce / TPA** delivered a small overall increase in revenues in the year. The division derives a large proportion of its activity from construction, water and transmission markets. Whilst these sectors were generally softer during the year, they remained an important contributor. The temporary roadways business, TPA made further good progress both in the UK and in mainland Europe, as did Groundforce's smaller European operations.

**Brandon Hire Station** has developed into the UK's market leader for tool hire with a comprehensive network providing a high quality service to a wide customer base ranging from SME's to larger regional and national contractors. During the year under review, the weakness in the construction sector impacted by Brexit considerations saw demand for tool hire products and revenues down on prior year. As with UK

Forks, the Covid-19 shutdown in mid-March had a severe impact on the trading levels of the business. This reduction in trade gradually reversed in May.

The **MEP** low level access and press fitting division experienced flat revenues in the year as demand from the fit out and contracting sector dropped off in London, though this was mitigated by improved activity in the other major cities in the UK, where demand was robust.

**ESS Safeforce**, whilst generally trading satisfactorily, experienced a reduction in revenues as a large prior year shutdown contract in the Netherlands was not repeated. Overall the business, the UK market leader in its sector, is in excellent shape and whilst currently challenged by the Covid-19 related slowdown, remains well placed to make progress as restrictions are eased.

**Torrent Trackside** traded broadly in line with prior year with rail maintenance activity to the fore, whilst renewals demand slowed in the transition from the CP5 to CP6 (Control Period 6) renewal and maintenance programme. The Torrent Trackside and Brandon Hire Station businesses were successful in renewing the exclusive contract with Network Rail for the provision of rail plant and tool hire services for a minimum period of six years starting in April 2020. This was a competitive tender and we were very pleased to be re-appointed and gain recognition for the excellent service previously provided to this important group customer over the previous nine years. The rail industry has largely maintained activities throughout the current pandemic and Torrent Trackside have continued to provide a full service to the sector.

## INTERNATIONAL DIVISION

	<b>Year ended 31 March 2020</b>	Year ended 31 March 2019
Revenue	<b>£31.9 million</b>	£32.5 million
Operating profit before amortisation and exceptional items <sup>1</sup>	<b>£1.7 million</b>	£1.7 million
Investment in rental fleet	<b>£8.1 million</b>	£6.4 million

**The International division reported static operating profits before amortisation, exceptional items and IFRS 16 impact of £1.7 million, on revenues marginally behind prior year of £31.9 million (2019: £32.5 million).**

The International division comprises Airpac Bukom and TR Group.

Whilst revenues at Airpac Bukom, a global supplier to the oil and gas sector were slightly improved, markets remained both subdued and volatile with progress consequently remaining difficult. Activity in Asia and Europe held up reasonably well, but the Australian market was much quieter.

The TR business enjoyed a good financial year with improved profits from marginally reduced revenues. TR Group is Australia's leading technical equipment rental business with subsidiaries in New Zealand, Malaysia and Singapore. The introduction of new product and service offerings to the portfolio, and an encouraging year for the Malaysia business were the highlights.

## **Covid-19 Response**

Since the close of the last financial year, the Covid-19 pandemic has had a significant global impact.

Group revenues into April 2020 have dropped off at varying rates dependent upon the markets which our businesses served. During March it was difficult to predict how far the closures of our customers' activities would go. By the beginning of April we could identify a core of customers who were supporting essential service providers e.g. health service, utilities, rail etc. and we geared up our business to be able to service these vital sectors whilst at all times making the health and safety of our colleagues and our customers a top priority.

Subsequently, during May, the housebuilding sector and general construction as a whole has seen a gradual return to work at a reduced number of sites and with strict safe working practices in place.

Certain of our businesses experienced limited revenue attrition, though the majority saw weekly revenue falls of between 20% and 70% compared to the norm. As a result the capacity requirements in our business were significantly reduced.

Whilst we kept many of our operating locations open for business throughout, in support of those critical sectors requiring our services, we initially mothballed some sites and participated in the government's job retention scheme, furloughing approximately half of our UK employees at its peak in April. We have since re-opened branches and taken employees out of furlough as demand has recovered.

In addition we have stopped all bar essential recruitment and capital expenditure.

The annual salary review at 1 April 2020 has been deferred and all senior management (50 in total) including the plc Board have taken a voluntary 20% reduction in salary to the end of June with many employees also working a four day week until capacity requirements change.

The Covid-19 pandemic has been equally challenging for our colleagues in Australia, New Zealand, Malaysia, Singapore, Germany, The Netherlands and elsewhere. Some countries have fared better than others but all of our businesses have been impacted. As we enter June, the backdrop generally appears to be improving and businesses are slowly recovering revenues.

We entered this economic crisis with an excellent business and, as best as we can manage, we plan to exit with an equally excellent business. The recovery may be slower than we would want but we are confident that we will see material recovery during the remainder of 2020 and into 2021, as activity levels return towards historic levels.

## **OUTLOOK**

When planning for the new financial year in January we were anticipating a year of progress, with the UK expected to enjoy a recovery in activity, particularly in the construction sector as Brexit related concerns dissipated. The devastating Covid-19 pandemic has unfortunately put paid to those expectations and we have entered our new financial year with some unique and very different challenges.

Trading in April was very weak, May has improved and we anticipate there will be a slow, incremental recovery over the coming months.

Our ability to return fully over the next year to previous levels of activity will to a degree be dependent upon the pace with which our customer base returns to working, which of course will be dependent upon how quickly Covid-19 is brought under control.

Given the circumstances, we have withdrawn guidance for the next financial year until more clarity is available as to the impact of Covid-19 on the Group's customers and activities.

I am supported by a strong senior management team with hundreds of years of collective business experience and we along with all our colleagues are fully engaged in returning the business, at an appropriate pace, to the levels previously achieved.

The Vp business is fundamentally sound, and is built on 66 years of successful development. A combination of supporting a diversity of markets across a range of geographies together with a strong financial discipline and an excellent team will help us to quickly re-position the Vp business and allow us to embrace the fresh but increasingly positive challenges that the next 12 months will hold.

**Neil Stothard**

**Chief Executive**

10 June 2020

**Consolidated Income Statement**  
**for the year ended 31 March 2020**

	Note	2020 £000	2019 £000
<b>Revenue</b>	<b>1</b>	<b>362,927</b>	382,830
Cost of sales		<b>(292,746)</b>	(295,539)
<b>Gross profit</b>		<b>70,181</b>	87,291
Administrative expenses		<b>(32,975)</b>	(48,968)
<b>Operating profit before amortisation and exceptional items</b>	<b>1</b>	<b>55,480</b>	51,571
Amortisation and impairment	<b>1</b>	<b>(16,756)</b>	(4,632)
Exceptional items	<b>2</b>	<b>(1,518)</b>	(8,616)
<b>Operating profit</b>		<b>37,206</b>	38,323
Net financial expense		<b>(8,840)</b>	(4,742)
<b>Profit before taxation, amortisation and exceptional items</b>		<b>46,640</b>	46,829
Amortisation and impairment	<b>1</b>	<b>(16,756)</b>	(4,632)
Exceptional items		<b>(1,518)</b>	(8,616)
<b>Profit before taxation</b>		<b>28,366</b>	33,581
Taxation	<b>5</b>	<b>(9,779)</b>	(7,759)
<b>Profit attributable to owners of the parent</b>		<b>18,587</b>	25,822
		<b>Pence</b>	Pence
Basic earnings per share	<b>3</b>	<b>46.92</b>	65.20
Diluted earnings per share	<b>3</b>	<b>46.17</b>	63.66
Dividend per 5p ordinary share interim paid and final deferred	<b>6</b>	<b>8.45</b>	30.20

\*IFRS 16 was adopted on 1 April 2019 for statutory reporting without restating prior year figures. As a result, the primary statements are shown on IFRS 16 basis for the year ended 31 March 2020 and on an IAS 17 basis for year ended 31 March 2019. Page 3 above provides the impact on the consolidated income statement for the year ended 31 March 2020, including the £3.6 million positive impact on operating profit before amortisation and exceptional items (£51.9 million pre-IFRS 16), £4.0 million adverse impact on net financial expense (£4.8 million pre-IFRS 16) and £0.5 million adverse impact on profit before taxation, amortisation and exceptional items (£47.1 million pre-IFRS 16).

**Consolidated Statement of Comprehensive Income**  
**for the year ended 31 March 2020**

	<b>2020</b>	2019
	<b>£000</b>	£000
Profit for the year	<b>18,587</b>	25,822
<b>Other comprehensive income/(expense):</b>		
<b><i>Items that will not be reclassified to profit or loss</i></b>		
Remeasurements of defined benefit pension schemes	<b>368</b>	536
Tax on items taken to other comprehensive income	<b>86</b>	(1)
Impact of tax rate change	<b>47</b>	-
<b><i>Items that may be subsequently reclassified to profit or loss</i></b>		
Foreign exchange translation difference	<b>(1,045)</b>	(493)
Effective portion of changes in fair value of cash flow hedges	<b>(482)</b>	(614)
<b>Total other comprehensive expense</b>	<b>(1,026)</b>	(572)
<b>Total comprehensive income for the year attributable to owners of the parent</b>	<b>17,561</b>	25,250

**Consolidated Statement of Changes in Equity****for the year ended 31 March 2020**

	<b>2020</b>	2019
	<b>£000</b>	£000
Total comprehensive income for the year	<b>17,561</b>	25,250
Dividends to shareholders	<b>(12,055)</b>	(10,853)
Net movement relating to shares held by Vp Employee Trust	<b>(2,396)</b>	(3,297)
Share option charge in the year	<b>758</b>	2,395
Tax movements to equity	<b>(648)</b>	944
Impact of tax rate change	<b>(33)</b>	-
<b>Change in Equity</b>	<b>3,187</b>	14,439
Equity at start of year	<b>168,885</b>	154,446
Effect of changes in accounting standards	<b>(2,151)</b>	-
<b>Equity at end of year</b>	<b>169,921</b>	168,885



**Consolidated Balance Sheet**

as at 31 March 2020

	Note	2020	2019
		£000	£000
<b>Non-current assets</b>			
Property, plant and equipment		247,761	248,651
Intangible assets		74,267	89,670
Right of use asset		68,566	-
Employee benefits		3,018	2,732
<b>Total non-current assets</b>		<b>393,612</b>	<b>341,053</b>
<b>Current assets</b>			
Inventories		9,073	7,809
Trade and other receivables		84,263	79,985
Income tax receivable		1,003	-
Cash and cash equivalents	4	20,094	29,044
<b>Total current assets</b>		<b>114,433</b>	<b>116,838</b>
<b>Total assets</b>		<b>508,045</b>	<b>457,891</b>
<b>Current liabilities</b>			
Interest-bearing loans and borrowings	4	(6,161)	(17,420)
Income tax payable		-	(2,184)
Lease liabilities		(17,692)	-
Trade and other payables		(75,186)	(81,720)
<b>Total current liabilities</b>		<b>(99,039)</b>	<b>(101,324)</b>
<b>Non-current liabilities</b>			
Interest-bearing loans and borrowings	4	(173,739)	(179,276)
Lease liabilities		(54,158)	-
Deferred tax liabilities		(11,188)	(8,406)
<b>Total non-current liabilities</b>		<b>(239,085)</b>	<b>(187,682)</b>
<b>Total liabilities</b>		<b>(338,124)</b>	<b>(289,006)</b>
<b>Net assets</b>		<b>169,921</b>	<b>168,885</b>
<b>Equity</b>			
Issued share capital		2,008	2,008
Capital redemption reserve		301	301
Share premium		16,192	16,192
Foreign currency translation reserve		(1,825)	(780)
Hedging reserve		(805)	(323)
Retained earnings		154,023	151,460
<b>Total equity attributable to equity holders of the parent</b>		<b>169,894</b>	<b>168,858</b>
<b>Non-controlling interests</b>		<b>27</b>	<b>27</b>
<b>Total equity</b>		<b>169,921</b>	<b>168,885</b>

**Consolidated Statement of Cash Flows  
for the year ended 31 March 2020**

	2020	2019
Note	£000	£000
<b>Cash flow from operating activities</b>		
Profit before taxation	28,366	33,581
Share based payment charge	758	2,395
Depreciation	1 46,160	49,768
Depreciation of right of use asset	22,177	-
Amortisation and impairment	1 16,756	4,632
Financial expense	8,892	4,830
Financial income	(52)	(88)
Profit on sale of property, plant and equipment	(8,939)	(7,583)
<b>Operating cash flow before changes in working capital</b>	<b>114,118</b>	<b>87,535</b>
(Increase)/decrease in inventories	(1,215)	853
Increase in trade and other receivables	(3,890)	(9,518)
(Decrease)/increase in trade and other payables	(8,898)	13,818
<b>Cash generated from operations</b>	<b>100,115</b>	<b>92,688</b>
Interest paid	(4,454)	(4,696)
Interest element of finance lease rental payments	(92)	(221)
Interest received	10	88
Income tax paid	(10,694)	(7,948)
<b>Net cash generated from operating activities</b>	<b>84,885</b>	<b>79,911</b>
<b>Cash flow from investing activities</b>		
Proceeds from sale of property, plant and equipment	21,381	19,969
Purchase of property, plant and equipment	(54,686)	(74,588)
Acquisition of businesses and subsidiaries (net of cash acquired)	(3,325)	-
<b>Net cash used in investing activities</b>	<b>(36,630)</b>	<b>(54,619)</b>
<b>Cash flow from financing activities</b>		
Purchase of own shares by Employee Trust	(2,396)	(3,297)
Repayment of borrowings	(94,000)	(44,000)
New loans	89,000	37,000
New finance leases	-	108
Payment of lease liabilities	(26,530)	(1,551)
Dividends paid	(12,055)	(10,853)
<b>Net cash used in financing activities</b>	<b>(45,981)</b>	<b>(22,593)</b>
<b>Increase in cash and cash equivalents</b>	<b>2,274</b>	<b>2,699</b>
Effect of exchange rate fluctuations on cash held	(259)	(70)
Cash and cash equivalents net of overdrafts at the beginning of the year	12,132	9,503
<b>Cash and cash equivalents net of overdrafts at the end of the year</b>	<b>14,147</b>	<b>12,132</b>

## NOTES

The final results have been prepared on the basis of the accounting policies which are set out in Vp plc's annual report and accounts for the year ended 31 March 2020. With the exception of the new standards below, the accounting policies applied are in line with those applied in the annual financial statements for the year ended 31 March 2019.

EU Law (IAS Regulation EC1606/2002) requires that the consolidated accounts of the Group for the year ended 31 March 2020 be prepared in accordance with International Financial Reporting Standards ("IFRSs") as adopted for use in the EU ('adopted IFRSs').

Whilst the financial information included in this announcement has been computed in accordance with adopted IFRSs, this announcement does not itself contain sufficient information to comply with IFRSs. The Company expects to publish full financial statements in June 2020.

The financial information set out above does not constitute the Company's statutory accounts for the year ended 31 March 2020 or 2019. Statutory accounts for 31 March 2019 have been delivered to the registrar of companies, and those for 31 March 2020 will be delivered in due course. The auditor has reported on those accounts; the reports were (i) unqualified, (ii) did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying the report and (iii) did not contain a statement under section 498 (2) or (3) of the Companies Act 2006 in respect of the accounts for 31 March 2019.

The financial statements were approved by the Board of Directors on 10 June 2020.

### ***Going Concern***

The Group ended the financial year in a healthy financial position. The Group continues to generate strong cash flows and net debt reduced by £7.9 million from £167.7 million at 31 March 2019 to £159.8 million at 31 March 2020. EBITDA before exceptional items and IFRS 16 impact totalled £98.1 million (2019: £101.4 million). The Business Review above sets out the Group's business activities, markets and outlook for the forthcoming year and beyond.

The Group finances its operations through a combination of shareholders' funds, bank borrowings, finance leases and operating leases. The capital structure is monitored using the gearing ratio of adjusted Net Debt/EBITDA. The Group's funding requirements are largely driven by capital expenditure and

acquisition activity. As at 31 March 2020 the Group had £200 million (2019: £200 million) of committed revolving credit facilities and private placement agreement which are subject to covenant testing. In addition to the committed facilities the Group's net overdraft facility at the year end was £7.5 million (2019: £7.5 million). At the financial year end, the Group had headroom against these facilities of £47.7 million, further increased to £57.3 million as at 31 May 2020.

The Board has evaluated the facilities and covenants on the basis of the budget for 2020/21 (including 2021/22 long term forecast) and Covid-19 forecasts which incorporate the impact of the Covid-19 lockdown on trading. All of which has been prepared taking into account the current economic climate, together with appropriate sensitivity analysis. The Board is in regular dialogue with our lenders who continue to express their commitment to the business. The forecasts indicate that existing covenant levels could be exceeded under certain scenarios and therefore as a precaution, temporary covenant levels have been agreed with the lenders as follows:

<b>Quarter Ended</b>	<b>June 20</b>	<b>Sept 20</b>	<b>Dec 20</b>	<b>Mar 21</b>	<b>June 21</b>
Net debt to EBITDA <	2.50	3.25	3.50	3.75	2.50
Interest cover >	3.00	2.25	0.50	(1.00)	3.00

Although the impact of Covid-19 on the Group's financial results is uncertain at this time, various stress scenarios have been considered by the Board. Under these scenarios material revenue reductions have been applied for the financial year ended 31 March 2021 against the Group's original conservative budget followed by varying degrees of recovery. All scenarios assume being below budgeted revenue expectations and all scenarios fall within the revised covenants. Our most severe downside modelling, which reflects a 40% reduction in revenue levels from our pre Covid-19 budget, demonstrates headroom over the temporary covenant levels throughout the forecast period to the end of June 2021. In the unlikely scenario that a covenant breach actually occurred this would require management to agree further covenant relaxations or waivers with the Group's lenders in order to ensure the continued availability of the facilities. Based on the recent covenant changes agreed with the lenders, management are confident that they could successfully achieve this if this situation arose.

Reductions in revenues have been mitigated by immediate actions taken including: deferral of annual pay reviews in April, payroll cost reductions as employees entered the Government's furlough scheme, freezing of all non-essential capital expenditure and recruitment, management voluntary salary reductions from April 2020, rent payment holidays and utilisation of available rates and tax relief amongst other initiatives.

On the basis of this testing, including the consideration as to the uncertainty of the future impact of the Covid-19 pandemic, the directors have a reasonable expectation that the Group has adequate resources to continue in operation for the foreseeable future. For this reason the going concern basis has been adopted in preparation of the consolidated financial statements.

### ***Changes in Accounting Policies***

The Group has applied IFRS 16 *Leases* which replaced IAS 17 *Leases* for the first time in the annual accounts commencing 1 April 2019. The Group had to change its accounting policies as a result of adopting IFRS 16. The Group has applied IFRS 16 using the modified retrospective approach from 1 April 2019 where the cumulative effect of initially applying the standard has been recognised as an adjustment to the opening balance of retained earnings and comparatives have not been restated. Under IFRS 16, the Group experiences a different pattern of expense within the Income Statement, with the IAS 17 operating lease expense replaced by depreciation and interest expense. There is no impact on the Group's underlying cash flows except to present cash outflows as financing instead of operating.

On adoption of IFRS 16, the Group recognised lease liabilities in relation to leases which have previously been classified as 'operating leases' under IAS 17. These liabilities were measured at the present value of the remaining lease payments, discounted using the Group's weighted average incremental borrowing rates as of 1 April 2019. The weighted average incremental borrowing rate applied to lease liabilities at 1 April 2019 was 5.3%.

#### ***(a) Practical expedients applied***

In applying IFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard:

- The use of a single discount rate to a portfolio of leases with reasonably similar characteristics
- Reliance on previous assessments on whether leases are onerous
- The accounting for certain operating leases with a remaining lease term of less than 12 months as at 1 April 2019 as short-term leases
- The exclusion of initial direct costs for the measurement of the right of use asset at the date of initial application, and
- The use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Group relied on its assessment made applying IAS 17.

**(b) Adjustments recognised on adoption of IFRS 16**

	1 April 2019
	£000
Operating lease commitments disclosed as at 31 March 2019	80,776
Discounted using the incremental borrowing rate at 1 April 2019	(11,680)
(Less): short-term leases recognised on a straight-line basis as expense	(104)
(Less): low-value leases recognised on a straight-line basis as expense	(191)
Add: adjustments as a result of a different treatment of extension and termination options <sup>1</sup>	14,522
Lease liability recognised at 1 April 2019	<u>83,323</u>

**Note:**

<sup>1</sup> Previously, lease commitments only included non-cancellable periods in the lease agreements. Under IFRS 16, the lease term includes periods covered by options to extend the lease where the Group is reasonably certain that such options will be extended.

**(c) Measurement of right-of-use assets**

The associated right-of-use assets were measured on a retrospective basis as if the new standard has always been applied. Onerous lease contracts have been adjusted through the right-of-use assets.

**(d) Adjustments recognised in the balance sheet on 1 April 2019**

The change in accounting policy affected the following items in the balance sheet:

	1 April 2019
	£000
Right of use assets - increase	80,488
Lease liabilities - increase	(83,323)
Trade and other payables - decrease	202
Deferred tax liabilities - decrease	482
Net impact on retained earnings at 1 April 2019	<u>(2,151)</u>

## 1. Business Segments

	Revenue		Depreciation, amortisation and impairment		Operating profit before amortisation and exceptional items	
	2020	2019	2020	2019	2020	2019
	£000	£000	£000	£000	£000	£000
UK	<b>331,005</b>	350,308	<b>58,346</b>	48,282	<b>53,672</b>	49,838
International	<b>31,922</b>	32,522	<b>4,570</b>	6,118	<b>1,808</b>	1,733
Total	<b>362,927</b>	382,830	<b>62,916</b>	54,400	<b>55,480</b>	51,571

Operating profit before amortisation and exceptional items is reconciled to profit before tax in the Income Statement. In addition, all performance measures stated as before amortisation are also before impairment of intangibles and exceptional items.

The amortisation and impairment charge of £16.8 million (2019: £4.6 million) includes £13.2 million (2019: £0.7 million) in relation to impairment of goodwill and intangibles.

Furthermore, return on average capital employed is based on profit before tax, interest, amortisation and exceptional items divided by average capital employed on a monthly basis.

## 2. Exceptional Items

During the year, the Group incurred £1,518,000 (2019: £8,616,000) of exceptional costs in relation to regulatory review costs and continued restructuring costs regarding severance payments primarily within Hire Station Limited.

In the prior year, £8,616,000 was incurred in relation to regulatory review costs; integration of the Brandon Hire Group Holdings Limited acquisition; together with restructuring costs in relation to severance payments and depot closure costs within Hire Station Limited and Airpac Bukom.

The Competition and Markets Authority (CMA) announced on 9 April 2019 that it is investigating three major suppliers of groundworks products to the construction industry. The CMA has provisionally found that the 3 businesses, including a part of the Group's excavation support system business (Groundforce), were involved in suspected anti-competitive behaviour. The CMA's findings are, at this stage in its investigation, provisional and do not necessarily lead to a decision that the companies have breached competition law. At this point in the process we cannot make an accurate estimate of the likely cost that

may subsequently arise in the event that the CMA were to decide in the future that a breach of competition law has taken place. However, accounting standard IAS 37 required us to provide an amount in the prior year accounts and accordingly we included a figure of £4.5 million as an exceptional cost which we have brought forward to these accounts inclusive of legal and professional fees incurred during the financial year. This figure is in the midpoint of a range of possible outcome (£0 to £9.0 million) that we have calculated based upon previous cases and CMA published guidance and without any admission of culpability. As commented on in the Chairman's Statement, the CMA process is still ongoing.

These are analysed as follows:

	<b>2020</b>	2019
	<b>£000</b>	£000
Regulatory review costs	<b>834</b>	4,500
Integration costs	-	3,004
Restructuring costs	<b>684</b>	1,112
Total	<b>1,518</b>	8,616

### **3. Earnings Per Share**

The calculation of basic earnings per share of 46.92 pence (2019: 65.20 pence) is based on the profit attributable to equity holders of the parent of £18,587,000 (2019: £25,822,000) and a weighted average number of ordinary shares outstanding during the year ended 31 March 2020 of 39,618,000 (2019: 39,603,000), calculated as follows:

	<b>2020</b>	2019
	<b>Shares</b>	Shares
	<b>000s</b>	000s
Issued ordinary shares	<b>40,154</b>	40,154
Effect of own shares held	<b>(536)</b>	(551)
Weighted average number of ordinary shares	<b>39,618</b>	39,603

Basic earnings per share before the amortisation of intangibles and exceptional items was 90.21 pence (2019: 95.14 pence) and is based on an after tax add back of £17,153,000 (2019: £11,855,000) in respect of the amortisation of intangibles and exceptional items.



The calculation of diluted earnings per share of 46.17 pence (2019: 63.66 pence) is based on profit attributable to equity holders of the parent of £18,587,000 (2019: £25,822,000) and a weighted average number of ordinary shares outstanding during the year ended 31 March 2020 of 40,260,000 (2019: 40,564,000), calculated as follows:

	<b>2020</b>	2019
	<b>Shares</b>	Shares
	<b>000s</b>	000s
Weighted average number of ordinary shares	<b>39,618</b>	39,603
Effect of share options in issue	<b>642</b>	961
Weighted average number of ordinary shares (diluted)	<b>40,260</b>	40,564

Diluted earnings per share before the amortisation of intangibles and exceptional items was 88.77 pence (2019: 92.88 pence).

#### **4. Analysis of Net Debt**

	<b>At</b>	At
	<b>31 March</b>	1 April
	<b>2020</b>	2019
	<b>£000</b>	£000
Cash and cash equivalents	<b>20,094</b>	29,044
Bank overdraft	<b>(5,947)</b>	(16,912)
Cash and cash equivalents as per cash flow statement	<b>14,147</b>	12,132
Current debt obligations, net of arrangement fees	<b>(214)</b>	(508)
Non-current debt, net of arrangement fees	<b>(173,739)</b>	(179,276)
Net debt	<b>(159,806)</b>	(167,652)

Year end gearing (calculated as net debt expressed as a percentage of shareholders' funds) stands at 94% (2019: 99%).

As at 31 March 2020 the Group had £200 million (2019: £200 million) of committed revolving credit facilities and private placement agreement. In addition to the committed facilities, the Group net overdraft facility at the year-end was £7.5 million (2019: £7.5 million).

In January 2020, the Group refinanced £65.0 million of secured bank loans with a private placement agreement with PGIM, Inc. at a value of £65.0 million maturing in January 2027 at a fixed interest rate payable semi-annually.

## **5. Taxation**

The charge for taxation for the year represents an effective tax rate of 34.5% (2019: 23.1%). The underlying tax rate was 20.3% (2019: 19.9%) before prior year adjustments, disallowable expenses, impact of tax rate changes and impairment of intangibles.

## **6. Dividend**

Due to the uncertainty arising from the Covid-19 pandemic, the Board has deferred the recommendation of a dividend until later in the financial year. An interim dividend of 8.45 pence per share was paid on 17 January 2020.

## **7. Principal risks and uncertainties**

The Board is responsible for determining the level and nature of risks it is appropriate to take in delivering the Group's objectives, and for creating the Group's risk management framework. The Board recognises that good risk management aids effective decision making and helps ensure that risks taken on by the Group are adequately assessed and challenged.

The Group has an established risk management strategy in place and regularly reviews divisional and departmental risk registers as well as the summary risk registers used at board level. A risk register is prepared as part of the due diligence carried out on acquisitions and the methodology is subsequently embedded.

All risk registers have a documented action plan to mitigate each risk identified. The progress made on the action plan is considered as part of the risk review process. The summary divisional and departmental risk registers and action plans were reviewed at risk meetings held in May 2020. In all cases it is considered that the risk registers are being used as working documents which provides the required assurance that existing risks are being managed appropriately. In addition, the risk registers provide a process for recognising, scoring and thus appropriately managing new risks.

The risk registers are reviewed at the start (to facilitate the planning process) and at the end of each internal audit project. A post audit risk rating is agreed with management. If new risks are identified following an audit project they are added to the relevant risk register. Heat maps illustrating post audit risk ratings and new risks are provided to the board in each published internal audit report.

To promote risk awareness amongst group and divisional employees, risk registers are disseminated further down levels of management.

Since the balance sheet date, the Covid-19 pandemic risk has emerged. The situation is under close review. In response the Board considered and modelled the going concern position, this is fully noted in the above statement. Covid-19 has not been identified as a specific new risk, but considered in relation to each area of risk it impacts. As such, 3 of the 8 principal risks disclosed in this report (Market, Safety and Financial) have an increased risk status. The executive board created a working party (Group CEO, Group FD, Group HR Director and senior Divisional Managing Directors) to consider the risks facing the Group and individual Divisions. Since March the working party has met weekly to define the response and employees have been informed of relevant actions and outcomes where applicable. Refer to further discussion regarding going concern above.

Further information is provided below on our principal risks and mitigating actions to address them.

### **Market risk – increased due to the impact of Covid-19**

#### Risk description

An economic downturn (as a result of economic cycles, political or Brexit related uncertainty) could result in worse than expected performance of the business due to lower activity levels or prices.

#### Mitigation

Vp provides products and services to a diverse range of markets with increasing geographic spread. The Group regularly monitors economic conditions and our investment in fleet can be flexed with market demand.

The Covid-19 pandemic has impacted the business, some Divisions being more affected than others depending on the end market they serve.

### **Competition**

#### Risk description

The equipment rental market is already competitive and could become more so, potentially impacting market share, revenues and margins.

### Mitigation

Vp aims to provide a first class service to its customers and maintains significant market presence in a range of specialist niche sectors. The Group monitors market share, market conditions and competitor performance and has the financial strength to maximise opportunities.

### **Investment/product management**

#### Risk description

In order to grow it is essential the Group obtains first class products at attractive prices and keeps them well maintained.

#### Mitigation

Vp has well established processes to manage its fleet from investment decision to disposal. The Group's return on average capital employed was a healthy 14.5% (2019: 14.5%) in 2019/20. The quality of the Group's fleet disposal margins also demonstrate robust asset management and appropriate depreciation policies. Immediate actions taken include the deferral of capital expenditure.

### **People**

#### Risk description

Retaining and attracting the best people is key to our aim of exceeding customer expectations and enhancing shareholder value.

#### Mitigation

Vp offers well structured reward and benefit packages, and nurtures a positive working environment. We also try to ensure our people fulfil their potential to the benefit of both the individual and the Group, by providing appropriate career advancement and training.

The Group has utilised the Government's Job Retention Scheme. The Group will look to bring back furloughed employees to work when trading levels improve.

### **Safety – increased due to the impact of Covid-19**

#### Risk description

The Group operates in industries where safety is a key consideration for both the wellbeing of our employees and customers that hire our equipment. Failure in this area would impact our results and reputation.

### Mitigation

The Group has robust health and safety policies and management systems. Our induction and training programmes reinforce these policies. We have compliance teams in each division.

We provide support to our customers exercising their responsibility to their own workforces when using our equipment.

The Covid-19 pandemic has had a significant impact on our employees, many of whom have successfully transitioned to working from home. Our IT processes and prior planning facilitated this.

Office workplace assessments have been completed to allow a managed transition back to work in a safe and controlled manner.

Our compliance teams have carefully considered safe methods of working in our depot network and with due consideration of how the business can safely interact with our customers.

### **Financial risks – increased due to the impact of Covid-19**

#### Risk description

To develop the business Vp must have access to funding at a reasonable cost. The Group is also exposed to interest rate and foreign exchange fluctuations which may impact profitability and has exposure to credit risk relating to customers who hire our equipment.

#### Mitigation

The Group has borrowing facilities of £200 million and strong relationships with all lenders. Our treasury policy defines the level of risk that the Board deems acceptable. Vp continues to benefit from a strong balance sheet, and EBITDA, which allows us to invest into opportunities.

The Group has a detailed model (which has been updated post Covid-19) to assess our cash position relative to the key indicators that exist in the business e.g. current revenue, payment holidays, capital expenditure levels and revised cost models. This is under constant review. These scenarios have formed the basis of discussions with our lenders, who have collectively communicated their commitment to the business. Refer to further discussion above regarding going concern.

Our strong balance sheet position and committed borrowing facilities provide adequate headroom against the downturn in activity caused by the Covid-19 pandemic.

Our treasury policy requires a significant proportion of debt to be at fixed interest rates and we facilitate this through interest rate swaps and fixed interest borrowings. We have agreements in place to buy or sell currencies to hedge against foreign exchange movements. We have strong credit control practices and use credit insurance where it is cost effective. Average debtor days were 62 (2019: 58) days and bad debts, as a percentage of revenue remained low at 0.8% (2019: 0.5%).

## **Contractual risks**

### Risk description

Ensuring that the Group commits to appropriate contractual terms is essential; commitment to inappropriate terms may expose the Group to financial and reputational damage.

### Mitigation

The Group mainly engages in supply only contracts. The majority of the Group's hire contracts are governed by the hire industry standard terms and conditions. Vp has defined and robust procedures for managing non-standard contractual obligations.

## **Legal and regulatory requirements**

### Risk description

Failure to comply with legal or regulatory obligations culminating in financial penalty and/or reputational damage.

### Mitigation

The Group mitigates this risk utilising:

- Specialist Project Committees (e.g. GDPR) with ongoing responsibility to review key compliance areas and investigate breaches and non-conformance.
- Assurance routines from Group Internal Audit and External Auditors.
- Comprehensive training and awareness programmes rolled out to wider business (including GDPR, Modern Slavery, Competition Law, Bribery and Corruption) by representatives from Group Finance, HR, Internal Audit and IT.
- Established whistleblowing policy circulated to all employees.
- Use of legal advisers where required.

## **8. Forward Looking Statements**

The Chairman's Statement and Business Review include statements that are forward looking in nature. Forward looking statements involve known and unknown risks, assumptions, uncertainties and other factors which may cause the actual results, performance or achievements of the Group to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Except as required by the Listing Rules and applicable law, the Company undertakes no obligation to update, review or change any forward looking statements to reflect events or developments occurring after the date of this report.

## **9. Annual Report and Accounts**

The Annual Report and Accounts for the year ended 31 March 2020 will be provided to shareholders before the end of June 2020.

### **Directors' Responsibility Statement in Respect of the Annual Financial Report (extracted from the Annual Financial Report)**

We confirm that to the best of our knowledge:

- The Group and Parent Company financial statements which have been prepared in accordance with IFRSs as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit of the Group and Parent Company; and
- The Business Review and Financial Review, which form part of the Directors' Report, include a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with the description of the principal risks and uncertainties that they face.

## **10. Alternative Performance Measures**

- (i) All performance measures stated as before amortisation are also before impairment of intangibles and exceptional items.
- (ii) Basic earnings per share pre amortisation and exceptional items is reconciled to basic earnings per share in note 3.
- (iii) Profit before tax, amortisation and exceptional items is reconciled to profit before tax in the Income Statement.
- (iv) EBITDA is reconciled to profit before tax, amortisation and exceptional items by adding back net financial expenses and depreciation.
- (v) Return on average capital employed is based on profit before tax, interest, amortisation and exceptional items divided by average capital employed on a monthly basis using the management accounts. Profit before tax, interest, amortisation and exceptional items is reconciled to profit before interest and tax in the Income Statement.

For and on behalf of the Board of Directors.

**J F G Pilkington**  
Director

**A M Bainbridge**  
Director

**- Ends -**