

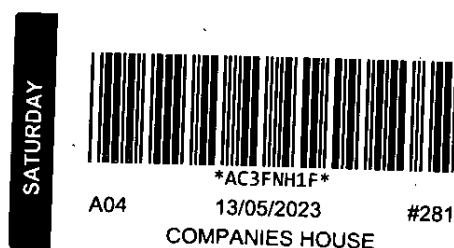
Registered No. 00209251

IMI Overseas Investments Limited

Strategic Report, Directors' Report and financial statements

For the year ended 31 December 2022

(Registered in England and Wales - number 00209251)



IMI OVERSEAS INVESTMENTS LIMITED
Registered No. 00209251
Strategic Report, Directors' Report and financial statements
for the year ended 31 December 2022

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IMI OVERSEAS INVESTMENTS LIMITED
Registered No. 00209251
Strategic Report
for the year ended 31 December 2022

The directors of IMI Overseas Investments Limited (the 'Company') submit their Strategic Report for the year ended 31 December 2022.

1. Principal activities

The Company is a wholly owned subsidiary of IMI Group Limited. The Company's principal activity is to operate as an intermediate holding company for certain overseas subsidiaries and investments of IMI plc. The Company may carry out any activity for the benefit of itself, IMI Group Limited its parent, or a member of the IMI group of companies.

The Company has no employees. The activities of the Company are performed by employees of fellow UK members of the IMI group of companies. There have not been any significant changes in the Company's principal activities in the year under review. The directors are not aware, at the date of this report, of any likely major changes in the Company's activities in the next year.

2. Business review

The Company reported profit after tax of £87,671,000 for the year (2021: £91,021,000). Within the Company's subsidiary undertakings, good profit performance and underlying cash flows allowed dividend income of £126,961,000 to be generated (2021: £121,617,000). The resultant profit before tax was £81,949,000 (2021: £87,265,000).

IMI strongly opposes the invasion of Ukraine and fully supports all sanctions. For the year ended 2021, the Company fully impaired the investment in its Russian subsidiary, IMI International LLC. In April 2022, the Company made a capital injection to IMI International LLC of £1,495,204 to support the divestment of the Russian subsidiary to local management. On 27 May 2022, the Company disposed of IMI International LLC for proceeds of £nil resulting in a loss on disposal of £1,495,204.

In December 2022, the Company made a capital injection to its subsidiary, IMI Saudi Industry LLC, to offset its existing and projected losses and to enable the company to continue its operations.

As the Company is a holding company, the Company's directors believe that analysis using key performance indicators for the Company is neither necessary nor appropriate for an understanding of the development, performance or position of the business of the Company.

3. Future developments

The Company anticipates that it will continue to utilise its financial strength to support its principal activities for the foreseeable future.

4. Principal risks and uncertainties

The Company is financed by a mixture of variable rate loans from other members of the IMI Group of companies.

The Company is exposed to a number of financial market risks including credit risk, liquidity risk, fluctuations in foreign exchange rates and interest rates. In addition, investments in subsidiaries are measured at fair value which is subject to fluctuation due to the underlying performance of each business.

Although the Company takes steps to manage its own financial risks, overall risks are managed at a group level. For this reason, the Company's directors believe that a discussion of the Company's risks would not be relevant for an understanding of the development, performance or position of the Company's business.

Given the nature of this entity's operations and the fact it is financed by IMI plc, the principal risks and uncertainties are the same as those which relate to the Group as a whole. The details of which can be found in the IMI plc Annual Report and Accounts, which does not form part of this report.

5. Section 172 Statement & Stakeholder Interests

A statement pursuant to Section 172 of the Companies Act 2006 is required content in these statutory accounts. The primary duty of the directors under Section 172 is to act in the way they consider would be most likely to promote the success of the Company for the benefit of its shareholders as a whole and to do so having regard as appropriate to certain statutory factors and other relevant matters.

All director decisions are made with the Company's long-term success in mind and the directors have regard to a broad range of matters including the voice of stakeholders. Set out below is specific commentary in relation to each of the Section 172 factors:

IMI OVERSEAS INVESTMENTS LIMITED
Registered No. 00209251
Strategic Report
for the year ended 31 December 2022

5. Section 172 Statement & Stakeholder Interests (continued)

The likely consequences of any decision in the long-term

The overall Company performance is largely dependent upon dividend income and interest receivable from other group companies who have adopted a five-year business planning period and set strategies with a view to long-term success. In achieving this, throughout the strategic review process, there was focus on the most attractive markets.

The Company paid a dividend of £30,000,000 during the year. Please refer to note 8.

The need to foster business relationships with suppliers and others

The Company works closely with third parties engaged to provide banking facilities, professional services and other administrative services who are closely managed from a commercial and compliance perspective. The directors foster strong business relationships where there is ongoing commercial dialogue and fair payment terms in place.

The impact of operations on the community and the environment

The Company is part of the IMI plc group, who makes a positive contribution to the local community as an employer and through offering employee training and community activities including the annual IMI Way Day, charitable activity and donations. Further information is provided within the 2022 Annual Report & Accounts (page 56).

The Company monitors minimising our impact on the environment with energy and waste initiatives. The environmental policy and metrics for IMI plc are published within the 2022 Annual Report & Accounts (page 46) and demonstrate a responsible approach.


The desirability of maintaining a reputation for high standards of business conduct

The Company is careful of its reputation and decisions reflect this and the great importance attached to the reputation by all key stakeholders. The Company demands high standards of conduct from all directors who are mindful of how and with whom business is conducted. The Company will decline to have dealings with third parties who display poor business conduct.

The need to act fairly between shareholders of the Company

The directors understand the importance of treating shareholders fairly. The Company has only one class of share in issue and all shareholders individually enjoy the same shareholder rights as the others.

Approved by the Board and signed on its behalf by:



D J Shook
Director
28 April 2023

IMI OVERSEAS INVESTMENTS LIMITED
Registered No. 00209251
Directors' Report
for the year ended 31 December 2022

The directors of IMI Overseas Investments Limited (the 'Company') submit their Directors' Report for the year ended 31 December 2022.

1. Profits and dividends

The results for the financial year are shown in the financial statements. The Company paid a dividend of £30,000,000 during 2022 (2021: £150,000,000). The directors have not recommended a final dividend for the year (2021: £nil).

2. Directors

The directors who held office during the year and since 31 December 2022 were as follows:

D J Shook
A Edwards
L Grant
L Waldek

The Company's ultimate parent, IMI plc, maintained directors' liability insurance for all directors during the financial year.

3. Business relationships

Management considers the Company's business relationships with suppliers and customers as strategically important. See further details on its relationships with all key stakeholders in the Section 172 report in the Strategic Report.

4. Going concern

The Company's business activities, together with the factors likely to affect its future development and position, are set out in the Business review and Principal risks and uncertainties sections of the Strategic Report.

The financial statements have been prepared on a going concern basis. The directors have prepared forecasts including cash flow forecasts which are for a period of at least 12 months from the date of approval of these financial statements up to and including April 2024. These demonstrate that the Company has sufficient headroom within its facilities to meet its liabilities as they fall due.

The Company participates in the Group's centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries. The Company's financial forecasts, taking into consideration the current environment, show that the Company is expected to remain profitable and generate positive cash flows in the form of dividends from its subsidiaries, giving the Company the ability to continue to operate for the foreseeable future. Furthermore, the parent entity, IMI Group Limited, has confirmed they will continue to provide financial support to the Company for a period of not less than 12 months from the date of approval of these financial statements. As with any Company placing reliance on its parent for financial support, the directors acknowledge that there can be no absolute certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

The directors have considered the current macroeconomic conditions on the Company's and IMI plc Group's business operations and future prospects. The Group is well diversified and maintains a balanced portfolio operating across a range of markets, sectors and geographies with no single dependency. Performance in each of IMI's three divisions has been robust during the year. Supply chain disruptions have been well managed and alternative suppliers or contingency stocks have addressed the few instances of part shortages. During this period of uncertainty, the Group continues to maintain a robust financial position.

Accordingly, the directors of the Company believe that it is appropriate to adopt the going concern basis in preparing the financial statements.

IMI OVERSEAS INVESTMENTS LIMITED
Registered No. 00209251
Directors' Report
for the year ended 31 December 2022

5. Disclosure requirements

In accordance with the Companies Act 2006 section 414C(11), the Company's Strategic Report contains certain disclosures required in the Directors' Report. The requirements are included within the Principal activities, Business review and Principal risks and uncertainties sections of the Strategic Report.

Approved by the Board and signed on its behalf by:



D J Shook
Director
28 April 2023

IMI OVERSEAS INVESTMENTS LIMITED

Directors' responsibilities statement

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "*Reduced Disclosure Framework*".

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

IMI OVERSEAS INVESTMENTS LIMITED
Profit and loss account and Statement of Comprehensive Income
for the year ended 31 December 2022

Profit and loss account

	Notes	2022 £000	2021 £000
Loss on disposal of fixed asset investments	9	(1,495)	(230)
Impairment of investments	9	-	(10,762)
Income from shares in group undertakings	3	126,961	121,617
Interest receivable and similar income	5	7,075	941
Interest payable and similar costs	6	(50,592)	(24,301)
		<u>81,949</u>	<u>87,265</u>
Profit on ordinary activities before taxation		81,949	87,265
Income tax credit	7	5,722	3,756
Profit for the financial year		<u>87,671</u>	<u>91,021</u>

All activities relate to continuing operations.

Statement of Comprehensive Income

	Notes	2022 £000	2021 £000
Profit for the financial year		87,671	91,021
<i>Items that can be reclassified to profit or loss:</i>			
Change in value of investments on revaluation	9	(149,680)	1,535,593
		<u>(149,680)</u>	<u>1,535,593</u>
Other comprehensive (expense)/income for the year, net of tax		(149,680)	1,535,593
Total comprehensive (expense)/income for the year		<u>(62,009)</u>	<u>1,626,614</u>

IMI OVERSEAS INVESTMENTS LIMITED
Registered No. 00209251
Balance Sheet
as at 31 December 2022

	Notes	2022 £000	2021 £000
<i>Fixed assets</i>			
Investments	9	<u>5,428,259</u>	<u>5,358,837</u>
		<u>5,428,259</u>	<u>5,358,837</u>
<i>Current assets</i>			
Debtors	10	463,964	345,294
Cash at bank and in hand		-	223
		<u>463,964</u>	<u>345,517</u>
<i>Creditors: amounts falling due within one year</i>	11	<u>(687,137)</u>	<u>(1,944,835)</u>
<i>Net current liabilities</i>		(223,173)	(1,599,318)
<i>Total assets less current liabilities</i>		5,205,086	3,759,519
<i>Creditors: amounts falling due after more than one year</i>	12	(1,667,376)	(130,800)
<i>Deferred tax liability</i>	7	(3,200)	(2,200)
<i>Net assets</i>		<u>3,534,510</u>	<u>3,626,519</u>
<i>Capital and reserves</i>			
Called up share capital	13	8,493	8,493
Share premium account		230,571	230,571
Non-distributable reserves		608,122	608,122
Revaluation reserve		2,273,428	2,423,108
Profit and loss account		<u>413,896</u>	<u>356,225</u>
<i>Total equity</i>		<u>3,534,510</u>	<u>3,626,519</u>

For the year ended 31 December 2022, the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 (the 'Act') relating to subsidiary companies.

The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Act.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements were authorised for issue by the board of directors on 28 April 2023 and were signed on its behalf by:



D J Shook
Director

IMI OVERSEAS INVESTMENTS LIMITED
Statement of changes in equity
for the year ended 31 December 2022

	Called up share capital £000	Share premium £000	Non- distributable Reserves £000	Revaluation Reserve £000	Retained earnings £000	Total equity £000
At 1 January 2021	7,843	-	610,166	894,572	406,103	1,918,684
Profit for the financial year	-	-	-	-	91,021	91,021
Transfer of realised (losses)/profits	-	-	(2,044)	(7,057)	9,101	-
Revaluation in the year	-	-	-	1,535,593	-	1,535,593
Total comprehensive (expense)/income for the year	-	-	(2,044)	1,528,536	100,122	1,626,614
Issue of share capital*	650	230,571	-	-	-	-
Equity dividends paid	-	-	-	-	(150,000)	(150,000)
At 31 December 2021	8,493	230,571	608,122	2,423,108	356,225	3,626,519
Profit for the financial year	-	-	-	-	87,671	87,671
Revaluation in the year	-	-	-	(149,680)	-	(149,680)
Total comprehensive (expense)/income for the year	-	-	-	(149,680)	87,671	(62,009)
Equity dividends paid	-	-	-	-	(30,000)	(30,000)
At 31 December 2022	8,493	230,571	608,122	2,273,428	413,896	3,534,510

*In March 2021, the Company issued 650,000 ordinary shares of £1 nominal value to its parent company, IMI Group Limited, in exchange for the transfer of 100% of the issued share capital in IMI Holdings Italy Srl. At the time of the transfer, this investment had a valuation of £231,221,000 resulting in a share premium of £230,571,000.

IMI OVERSEAS INVESTMENTS LIMITED

Notes to the financial statements

for the year ended 31 December 2022

1. Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of IMI Overseas Investments Limited (the "Company") for the year ended 31 December 2022 were authorised for issue by the board of directors on 28 April 2023 and the balance sheet was signed on the Board's behalf by D J Shook. The Company is a private company limited by shares, which is incorporated and domiciled in the UK, and is registered in England and Wales. The address of its registered office is 4060 Lakeside, Solihull Parkway, Birmingham Business Park, Birmingham B37 7XZ.

These financial statements were prepared in accordance with Financial Reporting Standard 101 '*Reduced Disclosure Framework*' ('FRS 101') and in accordance with applicable accounting standards.

The Company has taken advantage of the exemption under s400 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary of IMI plc.

The results of the Company are included in the consolidated financial statements of IMI plc which are available from Lakeside, Solihull Parkway, Birmingham Business Park, Birmingham, B37 7XZ.

The financial statements are prepared in sterling and are rounded to the nearest thousand pounds (£000's).

2. Accounting policies

Basis of preparation

The financial statements have been prepared on the historical cost basis, except for the revaluation of fixed asset investments and contingent liabilities that are measured at revalued amounts or fair values at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2022.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- a) the requirements of IFRS 7 '*Financial Instruments*';
- b) the requirements of paragraphs 91-99 of IFRS 13 '*Fair Value Measurement*';
- c) the requirement in paragraph 38 of IAS 1 '*Presentation of Financial Statements*' to present comparative information in respect of paragraph 79(a)(iv) of IAS 1;
- d) the requirements of paragraphs 10(d), 10(f) and 134-136 of IAS 1;
- e) the requirements of IAS 7 '*Statement of Cash Flows*';
- f) the requirements of paragraphs 30 and 31 of IAS 8 '*Accounting Policies, Changes in Accounting Estimates and Errors*';
- g) the requirements of paragraph 17 of IAS 24 '*Related Party Disclosures*'; and
- h) the requirements in IAS 24 '*Related Party Disclosures*' to disclose related party transactions entered into between two or more members of the Group, provided that any subsidiary which is party to the transaction is wholly owned by such a member.

Critical judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The key uncertainty relates to the revaluation of investments to their fair value. Management do not consider that there are any significant judgements or key sources of estimation uncertainty which are applicable to the preparation of this set of financial statements.

Significant accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

(a) Interest income/expense

Interest income/expense is recognised as interest accrues using the effective interest rate method.

IMI OVERSEAS INVESTMENTS LIMITED
Notes to the financial statements
for the year ended 31 December 2022

2. Accounting policies (continued)

(b) Income from shares in group undertakings

Income from shares in group undertakings is recognised when the Company's right to receive payment is established.

(c) Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction or at the contracted rate if the transaction is covered by a forward foreign currency contract. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date or, if appropriate, at the forward contract rate. All differences are taken to the income statement.

(d) Taxation

The charge or credit for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

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

(e) Investments

Investments in subsidiaries are designated at fair value through other comprehensive income in order to manage foreign exchange volatility which arises on retranslation of the Company's overseas loans thus reducing the impact of foreign exchange on distributable reserves.

With the exception of dividends received, the associated gains and losses (including any related foreign exchange component) are recognised in other comprehensive income. The difference between the fair value and the historical cost has been taken to a revaluation reserve. The fair values have been adjusted to reflect the impact of goodwill written off on acquisition. A proportion of investments held in foreign currencies have been designated as a fair value hedge against foreign currency denominated loans with other IMI Group companies. This proportion has been taken to the income statement along with the foreign currency exchange on the relevant loans.

(f) Dividends on shares presented within shareholder's funds

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the Company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

(g) Derivatives

The Company uses forward foreign currency contracts to reduce exposure to foreign exchange rates. Such derivative financial instruments are initially recognised at cost and are subsequently fair valued at each balance sheet date. The movement in the fair value of the derivatives is recognised in the income statement.

The criteria for forward currency contracts are:

- a) the instrument must be related to a firm foreign currency commitment;
- b) it must involve the same currency as the hedged item; and
- c) it must reduce the risk of foreign currency exchange movements on the Company's operations.

(h) Interest-bearing loans and borrowings

All interest-bearing loans and borrowings are initially recognised at net proceeds. After initial recognition debt is increased by the financial cost in respect of the reporting period and reduced by the repayments made in the period. Finance costs of debt are allocated over the debt at a constant rate on the carrying amount.

(i) Going concern

The Company's business activities, together with the factors likely to affect its future development and position, are set out in the Business review and Principal risks and uncertainties sections of the Strategic Report.

IMI OVERSEAS INVESTMENTS LIMITED
Notes to the financial statements
for the year ended 31 December 2022

2. Accounting policies (continued)

(i) Going concern (continued)

The financial statements have been prepared on a going concern basis. The directors have prepared forecasts including cash flow forecasts which are for a period of at least 12 months from the date of approval of these financial statements up to and including April 2024. These demonstrate that the Company has sufficient headroom within its facilities to meet its liabilities as they fall due.

The Company participates in the Group's centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries. The Company's financial forecasts, taking into consideration the current environment, show that the Company is expected to remain profitable and generate positive cash flows in the form of dividends from its subsidiaries, giving the Company the ability to continue to operate for the foreseeable future. Furthermore, the parent entity, IMI Group Limited, has confirmed they will continue to provide financial support to the Company for a period of not less than 12 months from the date of approval of these financial statements. As with any Company placing reliance on its parent for financial support, the directors acknowledge that there can be no absolute certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

The directors have considered the current macroeconomic conditions on the Company's and IMI plc Group's business operations and future prospects. The Group is well diversified and maintains a balanced portfolio operating across a range of markets, sectors and geographies with no single dependency. Performance in each of IMI's three divisions has been robust during the year. Supply chain disruptions have been well managed and alternative suppliers or contingency stocks have addressed the few instances of part shortages. During this period of uncertainty, the Group continues to maintain a robust financial position.

Accordingly, the directors of the Company believe that it is appropriate to adopt the going concern basis in preparing the financial statements.

3. Income from shares in group undertakings

Income from shares in group undertakings for the year ended 31 December 2022 resulted from dividends paid by the Company's subsidiaries of £126,961,000 (2021: £121,617,000).

4. Staff costs and directors' remuneration

The directors received remuneration for the year of £3,551,763 (2021: £2,519,801), all of which was borne by a fellow subsidiary. The directors do not believe that it is practical to apportion this amount between their services as directors of the Company and their services as directors of fellow subsidiary companies. There were no employees during the year or the previous year.

5. Interest receivable and similar income

	2022	2021
	£000	£000
Interest receivable from group undertakings	<u>7,075</u>	<u>941</u>

6. Interest payable and similar costs

	2022	2021
	£000	£000
Interest payable to group undertakings	43,592	17,320
Interest payable on unsecured loans	<u>7,000</u>	<u>6,981</u>
	<u>50,592</u>	<u>24,301</u>

IMI OVERSEAS INVESTMENTS LIMITED
Notes to the financial statements
for the year ended 31 December 2022

9. Fixed asset investments (continued)

IMI Hydronic Engineering International SA <i>Switzerland*</i>	IMI Norgren Limited <i>Ireland*</i>	Norgren Limited New Zealand*
IMI Hydronic Engineering Ltda <i>Brazil*</i>	IMI Norgren LLC <i>United States</i>	Norgren LLC <i>United States</i>
IMI Hydronic Engineering NV <i>Belgium*</i>	IMI Saudi Industry LLC <i>Saudi Arabia*</i>	Norgren Ltda <i>Brazil</i>
IMI Hydronic Engineering OY <i>Finland*</i>	IMI Sweden Finance Limited	Norgren Manufacturing Co Ltd <i>China*</i>
IMI Hydronic Engineering Pte Ltd <i>Singapore*</i>	IMI Ventures Singapore Pte Ltd	Norgren Manufacturing De Mexico SA DE CV <i>Mexico*</i>
IMI Hydronic Engineering SA <i>Luxembourg*</i>	Industrie Mecanique Pour Les Fluides <i>France</i>	Norgren Manufacturing (Suzhou) Co., Ltd <i>China*</i>
IMI Hydronic Engineering SA <i>France</i>	Kynoch Sweden Holding AB <i>Sweden*</i>	Norgren NV <i>Belgium*</i>
IMI Hydronic Engineering SA <i>Spain*</i>	Lakeside Finance Unlimited Company <i>Ireland*</i>	Norgren Pte. Limited <i>Singapore*</i>
IMI Hydronic Engineering s.r.l. <i>Italy</i>	Lakeside Treasury Unlimited Company <i>Ireland*</i>	Norgren SA de CV <i>Mexico</i>
IMI Hydronic Engineering Switzerland AG <i>Switzerland*</i>	Mead Fluid Dynamics Inc <i>United States</i>	Norgren SAS <i>France</i>
IMI Hydronic Engineering UAB <i>Lithuania*</i>	Newman Hattersley Limited <i>Canada*</i>	Norgren SRL <i>Italy</i>
IMI Holdings LLC <i>United States</i>	Norgren A/S <i>Denmark*</i>	Norgren Sweden AB <i>Sweden</i>
IMI International Co Srl <i>Romania*</i>	Norgren AG <i>Switzerland*</i>	Norgren Taiwan Co Limited <i>Taiwan*</i>
IMI International d.o.o. <i>Croatia*</i>	Norgren AS <i>Norway</i>	Orton S.R.L. <i>Italy</i>
IMI International d.o.o. <i>Slovenia*</i>	Norgren Automation Solutions LLC <i>United States</i>	Pneumadyne LLC <i>United States</i>
IMI International d.o.o. Beograd <i>Serbia and Montenegro*</i>	Norgren B.V. <i>Netherlands*</i>	Remosa Srl <i>Italy</i>
IMI International Kft. <i>Hungary*</i>	Norgren Co Limited <i>China*</i>	SAIC CCI Valve Co., Ltd. <i>China</i> (44%)*
IMI International s.r.o. <i>Czech Republic*</i>	Norgren Co Limited <i>Thailand*</i>	Shanghai CCI Power Control Equipment Co Ltd <i>China*</i>
IMI International Sp. z o.o. <i>Poland*</i>	Norgren GT Development LLC <i>United States</i>	STI s.r.l. <i>Italy</i>
IMI Japan KK <i>Japan*</i>	Norgren Finland OY <i>Finland</i>	TA Regulator d.o.o. <i>Slovenia*</i>
IMI Lakeside Australia Pty Limited* <i>Australia</i>	Norgren KloeHN LLC <i>United States</i>	Vaccon Company Inc <i>United States</i>
IMI Netherlands Holdings BV <i>Netherlands*</i>	Norgren Limited <i>Hong Kong*</i>	
IMI Norgren Herion PVT Limited <i>India*</i>		

10. Debtors

	2022 £000	2021 £000
Amounts due from group undertakings	455,696	340,856
Corporation tax	8,268	4,438
	<u>463,964</u>	<u>345,294</u>

Amounts due from group undertakings are at arm's length terms and bear interest at the relevant risk-free rate plus an appropriate margin. Following a review of the historical collection of the amounts owed from group undertakings it has been concluded that no provision is required to reflect the requirements of the economic credit loss model pursuant to IFRS 9.

11. Creditors: amounts falling due within one year

	2022 £000	2021 £000
Bank overdrafts and borrowings	19	-
Amounts owed to parent	-	1,253,854
Amounts owed to group undertakings	687,118	690,981
	<u>687,137</u>	<u>1,944,835</u>

Amounts owed to group undertakings are at arm's length terms and bear interest at the relevant risk-free rate plus an appropriate margin.

Amounts owed to parent relate to an intercompany loan agreement which was extended to 31 December 2027 and has therefore been reallocated to creditors > 1 year.

IMI OVERSEAS INVESTMENTS LIMITED
Notes to the financial statements
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8. Dividends paid and proposed

	2022 £000	2021 £000
Dividends paid in respect of the current year	<u>30,000</u>	150,000
Aggregate amount of dividends paid in the financial year	<u>30,000</u>	<u>150,000</u>

No final dividend is proposed by the directors (2021: £nil).

9. Fixed asset investments

	£000	Shares in participating undertakings £000	Total £000
Cost			
At beginning of year	5,363,096	9	5,363,105
Additions	7,145	-	7,145
Disposals	(1,495)	-	(1,495)
Exchange Differences	213,452	-	213,452
Revaluation in the year	(149,680)	-	(149,680)
At end of year	<u>5,432,518</u>	<u>9</u>	<u>5,432,527</u>
Provision for impairment			
At beginning of year	4,266	2	4,268
At end of year	<u>4,266</u>	<u>2</u>	<u>4,268</u>
Net book value at 31 December 2022	<u>5,428,252</u>	<u>7</u>	<u>5,428,259</u>
Net book value at 31 December 2021	<u>5,358,830</u>	<u>7</u>	<u>5,358,837</u>

In the opinion of the directors, the aggregate value of the investments in subsidiary undertakings at 31 December 2022 is not less than the aggregate carrying value stated in the balance sheet.

Except where indicated, the undertakings are subsidiaries incorporated in the United Kingdom. The principal country in which each undertaking operates is the country of incorporation. The Company's effective interest in the undertakings is 100% unless shown below, and is held in each case by a subsidiary undertaking, except for those marked * in which case it is held directly by the Company.

Acro Associates LLC <i>United States</i>	DeTech Australia Holdings Pty Ltd <i>Australia</i>	IMI Critical Engr Z&J LLC <i>United States</i>
Adaptas Acquisition Co. <i>United States</i>	FAS Medic SA <i>Switzerland*</i>	IMI Critical FZE <i>United Arab Emirates*</i>
Adaptas Acquisition Holdings, LLC <i>United States</i>	Finch Land Management LLC, <i>United States</i>	IMI Engineering SDN BHD <i>Malaysia*</i>
Adaptas Solutions China Co., Ltd <i>China</i>	IMI Aero-Dynamiek B.V. <i>Belgium</i>	IMI Euro Finance Limited*
Adaptas Solutions, LLC <i>United States</i>	IMI Aero-Dynamiek B.V. <i>Netherlands</i>	IMI Finance USD SA <i>United States</i>
Adaptas Solutions Pty Ltd <i>Australia</i>	IMI Americas LLC <i>United States</i>	IMI Fluid Controls (Finance) Limited
Applied Kilovolts Limited	IMI Australia Pty Limited <i>Australia</i>	IMI Fluid Controls Holdings Inc <i>United States*</i>
Bimba LLC <i>United States</i>	IMI Critical Engineering (APAC) Pte Ltd <i>Singapore*</i>	IMI France SARL <i>France*</i>
CCI AG <i>Switzerland*</i>	IMI Critical Engineering (AUS) Pty Ltd <i>Australia</i>	IMI Holding Italy S.r.l. <i>Italy*</i>
CCI Czech Republic s.r.o. <i>Czech Republic (99%)*</i>	IMI Critical Engineering Brasil Ltda (99%)*	IMI Hydronic Engineering AB <i>Sweden</i>
CCI Flow Control (Shanghai) Co Ltd <i>China*</i>	IMI Critical Engineering Korea <i>Korea, Republic of*</i>	IMI Hydronic Engineering A/S <i>Denmark*</i>
CCI Italy Sri <i>Italy</i>	IMI Critical Engineering (Shanghai) Company Limited <i>China*</i>	IMI Hydronic Engineering AS <i>Norway*</i>
CCI Switzerland AG <i>Switzerland*</i>	IMI Critical Engineering (PAC) Pty Ltd <i>United States</i>	IMI Hydronic Engineering BV <i>Netherlands</i>
CCI Valve Technology AB <i>Sweden*</i>	IMI Critical Engr PBM LLC <i>United States</i>	IMI Hydronic Engineering Business
Control Components Inc <i>United States</i>		IMI Hydronic Engineering China <i>China*</i>
Control Component India Pvt Limited <i>India*</i>		IMI Hydronic Engineering FZE <i>United Arab Emirates*</i>
Corsolutions LLC		IMI Hydronic Engineering Inc <i>United States</i>

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9. Fixed asset investments (continued)

IMI Hydronic Engineering International SA <i>Switzerland*</i>	IMI Norgren Limited <i>Ireland*</i>	Norgren Limited New Zealand*
IMI Hydronic Engineering Ltda <i>Brazil*</i>	IMI Norgren LLC <i>United States</i>	Norgren LLC <i>United States</i>
IMI Hydronic Engineering NV <i>Belgium*</i>	IMI Saudi Industry LLC <i>Saudi Arabia*</i>	Norgren Ltda <i>Brazil</i>
IMI Hydronic Engineering OY <i>Finland*</i>	IMI Sweden Finance Limited	Norgren Manufacturing Co Ltd <i>China*</i>
IMI Hydronic Engineering Pte Ltd <i>Singapore*</i>	IMI Ventures Singapore Pte Ltd	Norgren Manufacturing De Mexico SA
IMI Hydronic Engineering SA <i>Luxembourg*</i>	Industrie Mecanique Pour Les Fluides <i>France</i>	DE CV <i>Mexico*</i>
IMI Hydronic Engineering SA <i>France</i>	Kynoch Sweden Holding AB <i>Sweden*</i>	Norgren Manufacturing (Suzhou) Co., Ltd <i>China*</i>
IMI Hydronic Engineering SA <i>Spain*</i>	Lakeside Finance Unlimited Company <i>Ireland*</i>	Norgren NV <i>Belgium*</i>
IMI Hydronic Engineering s.r.l. <i>Italy</i>	Lakeside Treasury Unlimited Company <i>Ireland*</i>	Norgren Pte. Limited <i>Singapore*</i>
IMI Hydronic Engineering Switzerland AG <i>Switzerland*</i>	Mead Fluid Dynamics Inc <i>United States</i>	Norgren SA de CV <i>Mexico</i>
IMI Hydronic Engineering UAB <i>Lithuania*</i>	Newman Hattersley Limited <i>Canada*</i>	Norgren SAS <i>France</i>
IMI Holdings LLC <i>United States</i>	Norgren A/S <i>Denmark*</i>	Norgren SRL <i>Italy</i>
IMI International Co Srl <i>Romania*</i>	Norgren AG <i>Switzerland*</i>	Norgren Sweden AB <i>Sweden</i>
IMI International d.o.o. <i>Croatia*</i>	Norgren AS <i>Norway</i>	Norgren Taiwan Co Limited <i>Taiwan*</i>
IMI International d.o.o. <i>Slovenia*</i>	Norgren Automation Solutions LLC <i>United States</i>	Orton S.R.L. <i>Italy</i>
IMI International d.o.o. Beograd <i>Serbia</i> <i>and Montenegro*</i>	Norgren B.V. <i>Netherlands*</i>	Pneumadyne LLC <i>United States</i>
IMI International Kft. <i>Hungary*</i>	Norgren Co Limited <i>China*</i>	Remosa Srl <i>Italy</i>
IMI International s.r.o. <i>Czech Republic*</i>	Norgren Co Limited <i>Thailand*</i>	SAIC CCI Valve Co., Ltd. <i>China (44%)*</i>
IMI International Sp. z o.o. <i>Poland*</i>	Norgren GT Development LLC <i>United States</i>	Shanghai CCI Power Control Equipment Co Ltd <i>China*</i>
IMI Japan KK <i>Japan*</i>	Norgren Finland OY <i>Finland</i>	STI s.r.l. <i>Italy</i>
IMI Lakeside Australia Pty Limited* <i>Australia</i>	Norgren KloeHN LLC <i>United States</i>	TA Regulator d.o.o. <i>Slovenia*</i>
IMI Netherlands Holdings BV <i>Netherlands*</i>	Norgren Limited <i>Hong Kong*</i>	Vaccon Company Inc <i>United States</i>
IMI Norgren Herion PVT Limited <i>India*</i>		

10. Debtors

	2022 £000	2021 £000
Amounts due from group undertakings	455,696	340,856
Corporation tax	8,268	4,438
	463,964	345,294

Amounts due from group undertakings are at arm's length terms and bear interest at the relevant risk-free rate plus an appropriate margin. Following a review of the historical collection of the amounts owed from group undertakings it has been concluded that no provision is required to reflect the requirements of the economic credit loss model pursuant to IFRS 9.

11. Creditors: amounts falling due within one year

	2022 £000	2021 £000
Bank overdrafts and borrowings	19	-
Amounts owed to parent	-	1,253,854
Amounts owed to group undertakings	687,118	690,981
	687,137	1,944,835

Amounts owed to group undertakings are at arm's length terms and bear interest at the relevant risk-free rate plus an appropriate margin.

Amounts owed to parent relate to an intercompany loan agreement which was extended to 31 December 2027 and has therefore been reallocated to creditors > 1 year.

IMI OVERSEAS INVESTMENTS LIMITED
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12. Creditors: amounts falling due after more than one year

	2022	2021
	£000	£000
Amounts owed to parent	1,452,611	-
Amounts owed to group undertakings	83,965	-
Unsecured loan notes	130,800	130,800
	1,667,376	130,800

Amounts owed to parent are at arm's length terms, bear interest at the relevant risk-free rate plus an appropriate margin and are due for repayment on 31 December 2027.

Amounts owed to group undertakings are at arm's length terms, bear interest at the relevant risk-free rate plus an appropriate margin and are due for repayment on 31 December 2026.

The unsecured loan notes were held by the IMI Scottish Limited Partnership and the IMI 2017 Scottish Limited Partnership but were assigned to the Company's parent (IMI Group Limited) on 9 December 2022. The loan notes are repayable in 2030 and interest is charged at a fixed rate of 6.64% per annum and 4.01% respectively, paid semi-annually on 30 June and 31 December.

13. Share capital

Authorised, allotted, called up and fully paid:
Ordinary shares of £1 each

	Number	£000
At 1 January and 31 December 2022	8,492,800	8,493

In March 2021, the company issued 650,000 ordinary shares of £1 nominal value to its parent company, IMI Group Limited, in exchange for the transfer of 100% of the issued share capital of IMI Holdings Italy Srl.

14. Contingent liabilities

There is a right of set-off with the Company's banker relating to the balances of the Company, its parent and certain of its fellow wholly owned United Kingdom undertakings with that bank. The company's maximum liability is limited to the extent of its current account cash balances from time to time which at 31 December 2022 amounted to £nil (2021: £223,000).

15. Related party transactions

The Company has taken advantage of the exemption available under IAS 24 'Related Party Disclosures' not to disclose transactions between the Company and other wholly owned subsidiaries and group undertakings of IMI plc.

16. Ultimate and immediate parent company

The Company's immediate parent company is IMI Group Limited, a company incorporated in England and Wales and its effective interest in the Company is 100%. The ultimate parent company is IMI plc, incorporated in England and Wales.

The results of the Company are consolidated into the group accounts of IMI plc. The consolidated accounts of IMI plc are available to the public and may be obtained from:

The Company Secretary
IMI plc
Lakeside
Solihull Parkway
Birmingham Business Park
Birmingham B37 7XZ

Or at www.imiplc.com