

Registered number: 00312636

**AVDEL HOLDING LIMITED**

**STRATEGIC REPORT, DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2016**

WEDNESDAY



\*A6EVCBUR\*

A18

13/09/2017

#257

COMPANIES HOUSE

---

**AVDEL HOLDING LIMITED**

---

**COMPANY INFORMATION**

---

<b>Directors</b>	J J Feetenby D J Hopper A K Sood S Stubbs (resigned 31 October 2016) M R Smiley (resigned 31 October 2016)
<b>Secretary</b>	S J Costello
<b>Registered in England</b>	00312636
<b>Registered office</b>	3 Europa Court Sheffield Business Park Sheffield S9 1XE
<b>Auditors</b>	Beever & Struthers St George's House 215 - 219 Chester Road Manchester M15 4JE

---

**AVDEL HOLDING LIMITED**

---

**CONTENTS**

---

	Page
<b>Strategic Report</b>	<b>1</b>
<b>Directors' Report</b>	<b>2 - 3</b>
<b>Independent Auditors' Report</b>	<b>4 - 5</b>
<b>Statement of Comprehensive Income</b>	<b>6</b>
<b>Balance Sheet</b>	<b>7</b>
<b>Statement of Changes in Equity</b>	<b>8</b>
<b>Notes to the Financial Statements</b>	<b>9 - 15</b>

---

**AVDEL HOLDING LIMITED**

---

**STRATEGIC REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2016**

---

**Principal activity and business review**

The principal activity of the company during the year continued to be that of a holding company. The company's principal subsidiary undertakings manufacture and market engineered fastening and assembly systems.

**Principal risks and uncertainties**

The company's principal risk is the deterioration in the underlying value of its direct and indirect subsidiary companies. Currently the major subsidiary companies remain profitable with strong balance sheets.


**Future developments**

There are no plans for any developments in the foreseeable future.

**Going concern**

After making relevant enquiries, the directors have a reasonable expectation that the company has adequate resources to continue on a going concern basis for the foreseeable future. For this reason, the company continues to adopt the going concern basis of accounting in preparing its financial statements.

This report was approved by the board on 11 September 2017 and signed on its behalf.

  
A K Good  
Director

---

## AVDEL HOLDING LIMITED

---

### DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2016

---

The directors present their report and the financial statements for the year ended 31 December 2016.

#### **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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 to 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.

#### **Results and dividends**

The loss for the year, after taxation, amounted to £17,000 (2015 - loss £79,000).

No dividends have been declared or paid in either 2016 or 2015.

#### **Directors**

The directors who served during the year were:

J J Feetenby  
D J Hopper  
A K Sood  
S Stubbs (resigned 31 October 2016)  
M R Smiley (resigned 31 October 2016)

#### **Qualifying third party indemnity provisions**

The company benefits from a global indemnity policy which protects its directors against liability in respect of proceedings brought by third parties, subject to conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the directors' report.

---

**AVDEL HOLDING LIMITED.**

---

**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2016**

---

**Disclosure of information to auditors**

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

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

**Auditors**

The auditors, Beever & Struthers, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 11 September 2017 and signed on its behalf.



A K Sood  
Director

---

## AVDEL HOLDING LIMITED

---

### INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF AVDEL HOLDING LIMITED

---

We have audited the financial statements of Avdel Holding Limited for the year ended 31 December 2016, set out on pages 6 to 15. The relevant financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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

#### **Respective responsibilities of Directors and Auditors**

As explained more fully in the Directors' Responsibilities Statement on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's Ethical Standards for Auditors.

#### **Scope of the audit of the financial statements**

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

#### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

---

**AVDEL HOLDING LIMITED**

---

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF AVDEL HOLDING LIMITED  
(CONTINUED)**

---

**Opinion on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with those financial statements and such reports have been prepared in accordance with applicable legal requirements.

In the light of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and the Directors' Report.

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

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



Richard Williams (Senior Statutory Auditor)

for and on behalf of  
**Beever & Struthers**

St George's House  
215 - 219 Chester Road  
Manchester  
M15 4JE

12 September 2017



---

AVDEL HOLDING LIMITED

---

STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2016

---

	Note	2016 £000	2015 £000
Exceptional other operating charges		-	(2,033)
<b>Operating profit/(loss)</b>		-	(2,033)
Income from shares in group undertakings		-	1,983
Interest payable and expenses	4	(17)	(29)
<b>Loss before tax</b>		(17)	(79)
<b>Loss for the year</b>		(17)	(79)

There were no recognised gains and losses for 2016 or 2015 other than those included in the statement of comprehensive income.

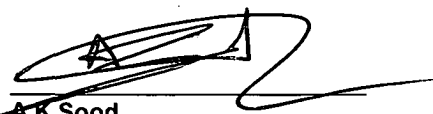
There was no other comprehensive income for 2016 (2015:NIL).

**AVDEL HOLDING LIMITED**  
**REGISTERED NUMBER: 00312636**

**BALANCE SHEET**  
**AS AT 31 DECEMBER 2016**

	Note	2016 £000	2015 £000
<b>Fixed assets</b>			
Investments	6	59,666	59,666
		<u>59,666</u>	<u>59,666</u>
Creditors: amounts falling due within one year	7	(3,971)	(3,954)
<b>Net current liabilities</b>		<u>(3,971)</u>	<u>(3,954)</u>
<b>Total assets less current liabilities</b>		<u>55,695</u>	<u>55,712</u>
<b>Net assets</b>		<u><u>55,695</u></u>	<u><u>55,712</u></u>
<b>Capital and reserves</b>			
Called up share capital	8	36,873	36,873
Share premium account	9	10,818	10,818
Other reserves	9	7,598	7,598
Profit and loss account	9	406	423
		<u>55,695</u>	<u>55,712</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 11 September 2017.

  
**A K Sood**  
 Director

**AVDEL HOLDING LIMITED**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2016**

	<b>Called up share capital</b>	<b>Share premium account</b>	<b>Capital reserve</b>	<b>Profit and loss account</b>	<b>Total equity</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
At 1 January 2016	36,873	10,818	7,598	423	55,712
<b>Comprehensive income for the year</b>					
Loss for the year	-	-	-	(17)	(17)
<b>At 31 December 2016</b>	<b>36,873</b>	<b>10,818</b>	<b>7,598</b>	<b>406</b>	<b>55,695</b>

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2015**

	<b>Called up share capital</b>	<b>Share premium account</b>	<b>Capital reserve</b>	<b>Profit and loss account</b>	<b>Total equity</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
At 1 January 2015	36,873	10,818	7,598	502	55,791
<b>Comprehensive income for the year</b>					
Loss for the year	-	-	-	(79)	(79)
<b>At 31 December 2015</b>	<b>36,873</b>	<b>10,818</b>	<b>7,598</b>	<b>423</b>	<b>55,712</b>

The notes on pages 9 to 15 form part of these financial statements.

---

## AVDEL HOLDING LIMITED

---

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

---

#### 1. General information

The company is an private limited liability company incorporated and domiciled in England and Wales. The registered office is 3 Europa Court, Sheffield Airport Business Park, Sheffield, S9 1XE.

#### 2. Accounting policies

##### 2.1 Basis of preparation of financial statements

The financial statements are prepared in GBP which is the functional currency and presentational currency of the company and is rounded to the nearest thousand.

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 3).

In accordance with s401 of the Companies Act 2006, the company is exempt from the requirement to prepare and deliver group accounts. Financial information is presented about the company as an individual and not about its group. Details of the ultimate parent undertaking which draws up group accounts is disclosed in note 11.

The following principal accounting policies have been applied:

##### 2.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Stanley Black & Decker, Inc. as at 31 December 2016 and these financial statements may be obtained from Stanley Black & Decker, Inc., 1000 Stanley Drive, New Britain, Connecticut 06053, USA.

##### 2.3 Valuation of investments

Investments in subsidiary undertakings are stated at cost less provisions for impairment.

---

## AVDEL HOLDING LIMITED

---

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

---

#### 2. Accounting policies (continued)

##### 2.4 Financial instruments

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable and loans to and from related parties.

##### 2.5 Creditors

Amounts owed to group companies due within one year are measured at the undiscounted amount of the cash or other consideration expected to be received.

##### 2.6 Interest payable

Interest payable is recognised in the statement of comprehensive income using the effective interest rate.

##### 2.7 Taxation

Tax is recognised in the Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

##### 2.8 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the company but are presented separately due to their size or incidence.

---

**AVDEL HOLDING LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2016**

---

**3. Judgements in applying accounting policies and key sources of estimation uncertainty**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect amounts reported for assets and liabilities as at the statement of financial position date and amounts reported for revenues and expenses during the year. However, the nature of estimate means that actual outcomes could differ from those estimates.

**Valuation of investments**

The company carries its investments at cost less accumulated impairment. The impairment is calculated internally using a valuation technique based on a discounted cash flow model as there is a lack of comparable market data because of the nature of the investment.

**Taxation**

Management estimation is required to determine the amount of deferred tax assets that can be recognised, based upon timing and level of future taxable profits together with an assessment of the effects of future tax planning strategies.

**4. Interest payable and similar charges**

	<b>2016 £000</b>	<b>2015 £000</b>
Interest on loans from other group undertakings	<b>17</b>	<b>29</b>
	<b>17</b>	<b>29</b>

---

**AVDEL HOLDING LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2016**

---

**5. Taxation**

	<b>2016 £000</b>	<b>2015 £000</b>
<b>Total current tax</b>	<u>-</u>	<u>-</u>

**Factors affecting tax charge for the year**

The tax assessed for the year is higher than (2015 - higher than) the standard rate of corporation tax in the UK of 20% (2015 - 20.25%). The differences are explained below:

	<b>2016 £000</b>	<b>2015 £000</b>
Loss on ordinary activities before tax	<u>(17)</u>	<u>(79)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015 - 20.25%)	<b>(3)</b>	<b>(16)</b>
<b>Effects of:</b>		
Non-taxable expense/(income)	-	10
Group relief	<b>3</b>	<b>6</b>
<b>Total tax charge for the year</b>	<u>-</u>	<u>-</u>

Deferred tax asset not recognised as at 31 December 2016 of £1,740,000 (2015 - £2,047,000) relates to tax losses not utilised as at the year end.

**Factors effecting future tax charges**

The Finance (No. 2) Act 2015 obtained Royal Assent on 18 November 2015 and enacted a reduction in the UK corporation tax rate from 20% to 19% effective from 1 April 2017 and a further reduction to 18% effective from 1 April 2020.

Furthermore the Finance Act 2016 obtained Royal Assent on 15 September 2016 and stated that the 18% rate given above will, in fact, be reduced to 17%.

---

**AVDEL HOLDING LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2016**

---

**6. Fixed asset investments**

	<b>Investments in subsidiary companies £000</b>
<b>Cost or valuation</b>	
At 1 January 2016	<b>81,081</b>
At 31 December 2016	<b>81,081</b>
<b>Impairment</b>	
At 1 January 2016	<b>21,415</b>
At 31 December 2016	<b>21,415</b>
<b>Net book value</b>	
At 31 December 2016	<b>59,666</b>
At 31 December 2015	<b>59,666</b>

**Subsidiary undertakings**

The following were subsidiary undertakings of the company, all of which had principal activities of the business of engineered fastenings and assembly systems:

<b>Name</b>	<b>Class of shares</b>	<b>Holding</b>	<b>Principal activity</b>
Avdel UK Limited	Ordinary & preference	100 %	Manufacture & marketing of engineered fastening assembly systems.
Avdel Deutschland Limited	Common	100 %	Marketing of engineered fastening assembly systems.
Avdel France S.A.S.	Common	100 %	Marketing of engineered fastening assembly systems.
Avdel Italia S.r.l.	Ordinary	100 %	Marketing of engineered fastening assembly systems.
Avdel Spain S.A.	Ordinary	100 %	Marketing of engineered fastening assembly systems.



---

**AVDEL HOLDING LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2016**

---

**7. Creditors: Amounts falling due within one year**

	<b>2016 £000</b>	<b>2015 £000</b>
Amounts owed to other group undertakings	<b>3,971</b>	3,954
	<u><b>3,971</b></u>	<u>3,954</u>

**8. Share capital**

	<b>2016 £000</b>	<b>2015 £000</b>
<b>Shares classified as equity</b>		
<b>Allotted, called up and fully paid</b>		
5,650,000 10.25% cumulative preference shares of £1 each	<b>5,650</b>	5,650
312,231,358 Ordinary shares of £0.10 each	<b>31,223</b>	31,223
	<u><b>36,873</b></u>	<u>36,873</u>

The 10.25% preference shares entitle the shareholders to a fixed dividend of 10.25% on the paid up preference capital. Such dividends are paid in June and December. Upon winding up or other repayment of capital, the preference shareholders receive priority on return of capital and any dividend in arrears at that point. Preference shareholders are not entitled to vote at General Meetings of the company, unless dividends are in arrears for six months or more.

Payment of the preference dividends totalling £579,000 (2015 - £579,000) was waived by the preference shareholders. As at 31 December 2016, the cumulative preference dividend waived by the preference shareholders is £9,844,000 including the dividends waived in the current year.

---

AVDEL HOLDING LIMITED

---

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2016

---

9. Reserves

**Share premium account**

This reserve records the amount above the nominal value received for shares sold, less transactions costs.

**Other reserves**

Other reserves comprising capital reserve represent a capital contribution made by CVC and Standard Chartered during the year ended 31 December 2010 as a result of CVC and Standard Chartered's acquisition of the Avdel companies. This capital contribution was used as partial repayment of a loan by the company to a former fellow subsidiary.

**Profit and loss account**

This reserve records any accumulated distributable profits less dividends paid since the inception of the company.

10. Related party transactions

	2016 £000	2015 £000
Amounts owed to other group undertakings	3,971	3,954

11. Ultimate parent undertaking and controlling party

The company's immediate parent undertaking is Black & Decker Holdings GmbH, a company registered in Germany.

The ultimate holding company and the ultimate controlling party of the group of undertakings for which group financial statements are drawn up and for which the company is a member is Stanley Black & Decker, Inc. incorporated in the USA. Stanley Black & Decker, Inc. is the parent undertaking of the largest and smallest group of which the company is a member and for which group financial statements are drawn up. Copies of the financial statements of Stanley Black & Decker, Inc. may be obtained from Stanley Black & Decker, Inc., 1000 Stanley Drive, New Britain, Connecticut, 06053, USA.