Annual Report and Financial Statements for the Year Ended 31 December 2017

Registration number: 497098

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# **Company Information**

**Directors** M W P Seabrook E McCrorie

Company secretary M W P Seabrook

Registered office 350 Longwater Avenue Green Park Reading RG2 6GF

Auditor Ernst & Young LLP 1 More London Place London SE1 2AF

# **Directors' Report**

The Directors present their annual report and the financial statements, together with the auditor's report, for Thales Electronics Limited for the year ended 31 December 2017.

#### **Dividends**

The Directors declared a final dividend of £403,298,000 (2016: £nil).

#### Going concern

After making enquiries, the Directors have a reasonable expectation that the Company has sufficient resources to continue in operational existence for the foreseeable future and therefore they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

#### **Environmental information**

The Thales Group in the UK has implemented an Environmental Policy to conduct our current and future business in a way that protects the environment. This is achieved through development and implementation of Environmental Management Systems against which we report environmental performance regularly to the Thales Holding UK plc board. It is a Thales requirement that operating companies are certified to the International Standard for Environmental Management Systems ISO 14001 to which we have been certified. Current Environmental Programmes include reducing our carbon footprint and implementing a Green Purchasing programme.

#### **Directors of the Company**

The Directors who served during the year were as follows:

E McCrorie M W P Seabrook S J Stratton (resigned 10 April 2017)

#### **Directors' liabilities**

The Company has not granted any indemnity against liability to its Directors during the year or at the date of approving the Directors' Report.

#### **Donations**

During the period to 31 December 2017 no political donations were made (2016: £nil).

# Disclosure of information to the auditor

So far as each person who was a Director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of the auditor, the Directors have taken all the steps they are obliged to take as Directors in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

#### Reappointment of auditors

In accordance with section 489 of the Companies Act 2006, the Company has not elected to re-appoint its auditor annually and Ernst & Young LLP will therefore continue in office.

Approved by the Board on 25 May 2018 and signed on its behalf by:

E McCrorie Director

350 Longwater Avenue Green Park Reading RG2 6GF

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# Strategic Report for the Year Ended 31 December 2017

#### Principal activity

The Company did not trade during the current or preceding year. No change is currently envisaged in the Company's activities. As indicated in the Business review, the Company participated in a legal entity restructuring programme along with fellow Thales subsidiaries in the UK.

#### **Business review**

The Company participated in a substantial UK-wide legal entity restructuring programme aimed at simplifying the Group and inter-company balances structure in the UK. The effects of this on the Company were as follows; the receipt of a dividend of £617,463,000 from its subsidiaries, the payment of a dividend of £403,298,000, and the simplification of intercompany amounts receivable and payable. Additionally, the Company recognised an impairment charge of £573,517,000 representing the full carrying value of its investments in its wholly owned subsidiaries.

The audited financial statements for the year ended 31 December 2017 are set out on pages 8 to 19.

The Company made a profit after taxation for the year of £43,955,000 (2016: £731,000).

#### Financial risk management objectives and policies

The Company has only £325,000,000 of trade receivables, which is due from its parent Company Thales Holdings UK plc, and no other financial assets or liabilities.

It is, and has been throughout the year under review, the Company's policy that no trading in financial instruments shall be undertaken.

The Company therefore has no exposure liquidity risk, and very low exposure to credit risk.

Approved by the Board on 25 May 2018 and signed on its behalf by:

E McCrorie Director

350 Longwater Avenue Green Park Reading RG2 6GF

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# Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to
  enable users to understand the impact of particular transactions, other events and conditions on the
  Company's financial position and financial performance;
- 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.

# Independent Auditor's Report to the Members of Thales Electronics Limited Opinion

We have audited the financial statements of Thales Electronics Limited for the year ended 31 December 2017 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flows and the related notes 1 to 15, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 31 December 2017 and of its profit for the year then ended:
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Use of our report

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 auditor's 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.

# Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

# Independent Auditor's Report to the Members of Thales Electronics Limited continued Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

#### Opinions 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 the financial statements; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

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

In the light of the 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 or Directors' report.

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

- adequate accounting records have not been kept by the parent Company, 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

#### Independent Auditor's Report to the Members of Thales Electronics Limited continued

# Responsibilities of Directors

As explained more fully in the statement of Directors responsibilities set out on page 4, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

#### Auditor's responsibilities for the audit of the financial statements

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

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

J I Gordon (Senior statutory auditor)

Euro Young MP

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

25 May 2018

# Statement of Comprehensive Income for the Year Ended 31 December 2017

	Note	2017 £000	2016 £000
Revenue Operating profit			<u> </u>
Finance Income Amount written off investment in subsidiaries Profit before tax	3 7	617,472 (573,517) <b>43,955</b>	731 
Income tax charge Profit after tax	6	43,955	731
Total comprehensive income for the year		43,955	731

The accompanying notes are an integral part of this statement of comprehensive income.

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# Statement of Financial Position as at 31 December 2017

	Note	2017 £000	2016 £000
Assets			
Non-current assets			
Investments in subsidiaries, joint ventures and associates	7	-	573,517
Current assets			·
Trade and other receivables	8 .	325,000	258,449_
		325,000	258,449
Total assets		325,000	831,966
Liabilities			
Current liabilities			
Trade and other payables	9		147,623
Net current assets		325,000	110,826_
Total liabilities			147,623
Net assets		325,000	684,343
<u> </u>			
Equity			
Share capital	11	-	74,613
Share premium		-	212,215
Capital redemption reserve		<u>-</u>	279,325
Retained earnings		325,000	118,190_
Total equity		325,000	<u>684,343</u>

The accompanying notes are an integral part of this statement of financial position.

The financial statements on pages 8 to 19 were approved by the board of Directors and authorised for issue on 25 May 2018.

They were signed on its behalf by:

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E McCrorie

Director

# Statement of Changes in Equity for the Year Ended 31 December 2017

	Share Capital	Share premium	Capital redemption reserve	Retained earnings	Total
	£000	£000	£000	£000	£000
At 31 December 2015	74,613	212,215	279,325	117,459	683,612
Profit for the year	-	-	-	731	731
Total comprehensive income	-	-	-	731	731
At 31 December 2016	74,613	212,215	279,325	118,190	684,343
Profit for the year	•	· -	· -	43,955	43,955
Total comprehensive income	-			43,955	43,955
Bonus share issue	-	279,325	(279,325)	-	-
Capital reduction	(74,613)	(491,540)	•	566,153	-
Dividends	•		-	(403, 298)	(403,298)
At 31 December 2017			•	325,000	325,000

# Statement of Cash Flows for the Year Ended 31 December 2017

	Note	2017 £000	2016 £000
Cash flows from operating activities  Profit for the year		43,955	731
Adjustment for non-cash items Finance income Amount written off investment in subsidiaries	3	(617,472) 573,517	(731) 
Working capital adjustments Increase in trade and other receivables		-	-
Decrease in trade and other payables Net cash flow from operating activities			
Cash flows from investing activities Interest received		-	-
Cash flows from financing activities Interest paid		-	-
Dividends paid  Net cash from financing activities	7.5	· <u></u>	-
Net decrease in cash and cash equivalents Cash and cash equivalents at 1 January Cash and cash equivalents at 31 December		<u>-</u>	<u>-</u>

#### Notes to the Financial Statements for the Year Ended 31 December 2017

#### 1. Corporate information

The Company is a limited company incorporated and domiciled in England and Wales. The address of the registered office is given on page 1. The nature of the Company's operations and principal activities are set out in the Strategic Report. Information on its ultimate parent is presented in note 15.

#### 2. Accounting policies

### Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards and its interpretations adopted by the European Union ("IFRSs").

### Summary of significant accounting policies and key accounting estimates

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

#### Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS's) adopted for use in the European Union. The financial statements have been prepared on a historical cost basis. The financial statements are presented in pounds sterling, the currency in which the Company's transactions are denominated, and all values are rounded to the nearest thousand (£000), except when otherwise indicated.

These financial statements contain information about Thales Electronics Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company has taken advantage of the exemption from preparing consolidated accounts afforded by Section 400 of the Companies Act 2006 because it is a wholly owned subsidiary of Thales SA, which prepares consolidated accounts which are publicly available.

#### Changes in accounting policy

None of the standards, interpretations and amendments effective for the first time from 1 January 2017 have had a material effect on the financial statements.

None of the standards, interpretations and amendments which are effective for accounting periods beginning after 1 January 2018, and which have not been adopted early, are expected to have a material effect on the financial statements.

The principal accounting policies adopted are set out below:

#### **Financial Instruments**

Financial assets and liabilities are recognised on the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

#### Trade receivables

Trade receivables are carried at fair value (in the majority of cases this will equate to original invoice amount less an estimate made for doubtful receivables based on a review of all outstanding amounts at the year-end). Bad debts are written off when identified.

#### Investments

At each reporting date the Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

### Notes to the Financial Statements for the Year Ended 31 December 2017 continued

#### 2 Accounting policies continued

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

#### Financial liabilities and equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

#### Trade payables

Trade payables are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method.

#### Taxation

The tax credit comprises current tax. Income tax credit is recognised in the income statement except to the extent that it relates to items recognised directly in equity in which case it is recognised in equity. Current tax is the expected tax receivable on the loss for the year and any adjustments in respect of previous years using tax rates enacted or substantively enacted at the reporting date.

#### Revenue recognition

Interest income is recognised as interest accrues, by reference to the principal outstanding and at the interest rate applicable.

Dividend income from investments is recognised when the shareholders' rights to receive payments have been established.

#### **Dividends**

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's Directors.

#### **Provisions**

Provisions are recognised when the Company has a present obligation as a result of a past event, and it is probable that the Company will be required to settle that obligation. Provisions are measured at the Directors' best estimate of the expenditure required to settle the obligation at the reporting date, and are discounted to present value where the effect is material.

# Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires the Company to make estimates and assumptions that affect the application of policies and reported amounts. Estimates and judgements are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and judgements which have a significant risk of causing a material adjustment to the carrying amount of assets recognised in the financial statements are listed below:

#### Impairment of investments

The impairment review of investments is based on forecast future cash flows at a pre-tax discount rate.

### Notes to the Financial Statements for the Year Ended 31 December 2017 continued

#### 3. Finance income

	2017	2016
	£000	£000
Finance income		
Dividends received	617,463	-
Finance income	9_	731
Net finance income	617,472	731

#### 4. Auditors' remuneration

For the year ended 31 December 2017 and the preceding year, the auditor's remuneration of £9,000 (2016: £9,000) has been borne by a fellow subsidiary.

### 5. Directors' remuneration

The Directors received no remuneration for their services in respect of the Company in the current and preceding year.

# 6. Income tax charge

2017 £000	2016 £000
-	-
-	-
2017	2016 £000
43,955	731
8,461	146
. 876	(412)
(118,862)	-
	- 266
	2017 £000 43,955 8,461

The rate of corporation tax reduced from 20% to 19% on 1 April 2017. A further reduction to 17% effective 1 April 2020 was included in the Finance Act 2016 which was substantively enacted on 6 September 2016.

# Notes to the Financial Statements for the Year Ended 31 December 2017 continued

#### 7. Investments

		2017			2016	
•	Cost	Impairment	Carrying Amount	Cost	Impairment	Carrying amount
	£000	£000	£000	£000	£000	£000
At 1 January	921,637	(347,850)	573,517	921,367	(347,850)	573,517
Provision		(573,517)	(573,517)	•	<del>_</del>	
At 31 December	921,367	(921,367)		921,637	(347,850)	573,517

Details of the subsidiaries as at 31 December 2017 are as follows:

Name of subsidiary Principal activity		Propor owne interes voting he	rship st and rights
		2017	2016
Decca Limited	Non-trading company	100%	100%
Controls and Communications Limited	Non-trading company	100%	100%
Thales Overseas Holdings Limited	Holding company	100%	100%
Thales (Wigmore Street) Limited	Holding company	100%	100%
Racal Executive Trustees Limited	Non-trading company	100%	100%

The registered address for all subsidiaries listed above is: 350 Longwater Avenue, Green Park, Reading, RG2 6GF.

#### 8. Trade and other receivables

	2017	2016
	£000	£000
Amount owed by group undertakings	325,000	258,449

The Directors consider that an allowance for estimated irrecoverable amounts, determined by reference to past default experience, is not necessary.

The carrying amount above represents the Company's maximum exposure to credit risk. The Directors consider that the carrying amount of trade and other receivables approximates their fair value. As at 31 December, no trade receivables were past due or impaired.

### 9. Trade and other payables

	2017	2016
	£000	£000
Group undertakings	-	147,266
Other creditors	-	178
Accruals and deferred income	-	179
		147,623

### Notes to the Financial Statements for the Year Ended 31 December 2017 continued

# 10. Financial instruments

Categories of financial instruments	Loans and receivables	Amortised cost	Total
31 December 2017	£000	£000	£000
Assets			
Trade and other receivables	325,000	-	325,000
Liabilities		*	
Trade and other payables	•	-	-
31 December 2016			
Assets			
Trade and other receivables	258,449	-	258,449
Liabilities			
Trade and other payables	147,623	-	147,623

Information concerning the risks arising from financial instruments that the Company is exposed to can be located in the Strategic Report, along with the Company's policies for managing those risks.

### Notes to the Financial Statements for the Year Ended 31 December 2017 continued

#### 10 Financial instruments continued

#### Fair value

Set out below is a comparison of the carrying amounts and fair value of all of the Company's financial instruments, that are carried in the financial statements.

	2017	•	2016		
	Carrying amount £000	Fair value £000	Carrying amount £000	Fair value £000	
Financial assets:					
Trade and other receivables	325,000	325,000	258,449	258,449	
Financial liabilities:				•	
Trade and other payables	-	-	147,623	147,623	

The carrying amount of the assets above represents the Company's maximum exposure to credit risk.

# Maturity of financial liabilities

The contractual maturity of the Company's non-derivative financial liabilities is as follows:

		Timing of cash flows				
At 31 December 2017	Within year £000	Between and two £000	Between two and five £000	More five years £000	Total £000	
Trade and other payables  At 31 December 2016	•	-	-	<u>-</u>	-	
Trade and other payables	147,623	-	-	-	147,623	

# Notes to the Financial Statements for the Year Ended 31 December 2017 continued

#### 10 Financial instruments continued

#### Maturity of financial assets

The contractual maturity of the Company's non-derivative financial assets is as follows:

	Within year £000	Between one and two £000	Between two and five £000	More than five years £000	Total £000
At 31 December 2017 Trade receivables	325,000	-	-	-	325,000
At 31 December 2016 Trade receivables	258,449	; . <del>-</del>	-	-	258,449

The Company's funding Strategy is to ensure a mix of funding sources offering flexibility and cost effectiveness to match its requirements.

#### 11. Share capital

	2017		2016	
	No	£000	No	£000
Ordinary share of £0.25 each	4	-	298,452,708	74,613

As part of the Thales UK Group simplification project carried out in the year, the Company issued one bonus share of £0.25 and the redeemed and cancelled 298,452,705 shares of £0.25 each, and transferred the value of £74,613,176 to retained earnings.

# Capital management

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value. The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years end 31 December 2017 and 31 December 2016.

#### 12. Fair value measurement

In the Directors' opinion, there is no difference between amounts of assets and liabilities presented in the annual statements and their fair values.

13. Dividends		
	2017	2016
	£000	£000
Final dividend of £100.824.570 (2016 - £nil) per ordinary share	403.298	-

### Notes to the Financial Statements for the Year Ended 31 December 2017 continued

#### 14. Related party transactions

	Amounts owed by		Amounts owed to		Transactions in the year	
•	2017	2016	2017	2016	2017	2016
	£000	£000	£000	£000	£000	£000
Parent	325,000	143,329	_	-	(403,298)	-
Other subsidiaries	-	115,120	-	147,266	617,463	-

The transactions in the year above are made up of £403,298,000 (2016: £nil) dividends paid to parent, and £617,463,000 (2016: £nil) dividends received from subsidiaries.

### 15. Parent and ultimate parent undertaking

The Company's immediate parent undertaking is Thales Holdings UK PLC, a company incorporated in England and Wales.

The ultimate parent undertaking is Thales SA a company incorporated in France. This is also both the largest and smallest group which includes the Company and for which consolidated accounts are prepared. These financial statements are available upon request from Tour Carpe Diem, 31 place des Corolles 92098 Paris La Défense, France.