NORTHROP GRUMMAN PROPERTIES LIMITED

Annual Report and Financial Statements 2021

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NORTHROP GRUMMAN PROPERTIES LIMITED

Company Information

Directors

Steven Spiegel Roger Wiltshire

Company Secretaries

Tiffany King Roger Wiltshire

Company Number 870199

Registered Office 2nd Floor, Clareville House 26-27 Oxendon Street London SW1Y 4EL

Auditor

Deloitte LLP London United Kingdom EC4A 3BZ

NORTHROP GRUMMAN PROPERTIES LIMITED

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NORTHROP GRUMMAN PROPERTIES LIMITED DIRECTORS' REPORT

The directors present their annual report and audited financial statements of Northrop Grumman Properties Limited (the 'Company') for the year ended 31 December 2021.

The directors' report has been prepared in accordance with the provisions of Companies Act 2006 applicable to companies entitled to the small companies exemption. Exemption from preparing a strategic report has also been taken.

PRINCIPAL ACTIVITIES AND RESULTS

Northrop Grumman Properties Limited is a non-trading company. In 2021, the profit for the year amounted to £101,000 (2020: loss of £139,000). The profit during the year was primarily due to a £100,000 reduction in the Company's personal inquiry claims provision and a decrease in claims activity.

DIRECTORS

The following persons were directors of the Company during the year and up to the date of this report:

Steven Spiegel Roger Wiltshire

DIRECTORS' INDEMNITIES

The Company's ultimate parent, Northrop Grumman Corporation ('NGC'), has a corporate insurance program that provides insurance coverage for directors and officers of NGC and its wholly owned subsidiaries. This insurance program contains qualifying third party indemnity provisions for the benefit of the Company's directors in respect of proceedings brought by third parties. Such provisions remain in force as at the date of this report.

DIVIDENDS

No dividends were paid or declared in 2021 (2020: £nil).

GOING CONCERN

The financial statements have been prepared on the going concern basis, as explained more fully in note 1 to the financial statements.

FUTURE DEVELOPMENTS

In the forthcoming year, the directors expect the general level of activity to remain consistent with 2021.

SUBSEQUENT EVENTS

The conflict between Russia and Ukraine has been treated as a non-adjusting event. Further details can be found in note 10.

PROVISION OF INFORMATION TO THE AUDITOR

Each of the persons who is a director at the date of approval of this report confirms that:

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

NORTHROP GRUMMAN PROPERTIES LIMITED DIRECTORS' REPORT (continued)

PROVISION OF INFORMATION TO THE AUDITOR (continued)

This confirmation is given and should be interpreted in accordance with the provisions of S418 of the Companies Act 2006.

Deloitte LLP have expressed their willingness to continue in office as auditor and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approved by the Board on 29 September 2022.

On behalf of the Board

Steven Spingel

Steven Spiegel

Director

Date: 29 September 2022

NORTHROP GRUMMAN PROPERTIES LIMITED DIRECTORS' RESPONSIBILITIES STATEMENT

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 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 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; 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.

INDEPENDENT AUDITOR REPORT TO THE MEMBERS OF NORTHROP GRUMMAN PROPERTIES LIMITED

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Northrop Grumman Properties Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- · the statement of income and retained earnings;
- · the statement of financial position; and
- the related notes 1 to 10.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

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.

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 Financial Reporting Council's (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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

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

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR REPORT TO THE MEMBERS OF NORTHROP GRUMMAN PROPERTIES LIMITED (continued)

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the Company's industry and its control environment, and reviewed the Company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory frameworks that the Company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, pension legislation and taxation legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty. These included General Data Protection Regulation (GDPR), anti-bribery and corruption legislation, defence contracting regulation and employment laws.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance and reviewing internal audit reports.

INDEPENDENT AUDITOR REPORT TO THE MEMBERS OF NORTHROP GRUMMAN PROPERTIES LIMITED (continued)

Report on other legal and regulatory requirements

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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

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 any material misstatements in the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies
 regime and take advantage of the small companies' exemptions in preparing the directors' report and from
 the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

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.

Tobias Wright FCA (Senior statutory auditor)

For and on behalf of Deloitte LLP Statutory Auditor

London, United Kingdom 29 September 2022

Tobias Wight

NORTHROP GRUMMAN PROPERTIES LIMITED STATEMENT OF INCOME AND RETAINED EARNINGS

Year ended 31 December NOTE 2021 2020 £ in thousands Other operating income/(expense), net · 88 (158)88 Operating income/(loss) (158)Interest income from group undertaking 13 19 101 (139)Profit/(loss) before taxation Tax expense 101 £ Profit/(loss) for the year (139)Profit and loss account at 1 January (2,622) £ (2,483)Profit/(loss) for the year (2,521)£ Profit and loss account at 31 December (2,622)

All activities derive from non-trading operations.

There are no items of other comprehensive income other than the profit for the current year and the loss for the previous year, as shown above. Accordingly, no Statement of Comprehensive Income is presented.

NORTHROP GRUMMAN PROPERTIES LIMITED STATEMENT OF FINANCIAL POSITION

			31 Dece	ember	
£ in thousands	NOTE		2021	2020	
	•				
Current assets			•		
Debtors	4	£	2,320	£ 2,318	
Current liabilities	•				
Creditors: amounts falling due within one year	6		(148)	(147)	
Provisions: amounts falling due within one year	7		(4)	(104)	
Net current assets		_	2,168	2,067	
Net assets		£	2,168	£ 2,067	
		. –	· ·		
·					
Capital and reserves	•			•	
Called up share capital	8	£	: 1	£ 1	
Share premium account	8		4,138	4,138	
Capital contribution	8 '		550	550	
Profit and loss account	8 .		(2,521)	(2,622)	
Shareholder's equity		<u> </u>	2,168	£ 2,067	

These accounts have been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption. The financial statements of Northrop Grumman Properties Limited, registered number 870199, were approved by the Board of Directors and authorised for issue on 29 September 2022.

Signed on behalf of the Board of Directors:

Steven Spiegel

Steven Spingel

Director

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General Information and Basis of Accounting

Northrop Grumman Properties Limited (the 'Company') is a private non-trading company limited by shares that is incorporated in the United Kingdom ("UK") under the Companies Act of 2006 and is registered in England and Wales. The address of the Company's registered office is shown on the Company Information page.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 ('FRS 102') issued by the Financial Reporting Council. The functional currency of the Company is pounds sterling as that is the currency of the primary economic environment in which the Company operates.

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its financial statements. Exemptions have been taken in these financial statements in relation to financial instrument and presentation of a cash flow statement.

Going Concern

The directors have concluded that the Company will continue as a going concern for a period of at least twelve months from when the financials are authorised for issue and therefore it is appropriate to use the going concern basis of accounting in preparing the Company's financial statements for the year ended 31 December 2021.

In carrying out this assessment the directors' findings are:

- The profit for the year amounted to £101,000;
- The Company had cash pooling resources of £2,290,000 at 31 December 2021;
- The Company's current liabilities at that date were £152,000, consisting of intercompany payables of £139,000, a provision for personal injury claims of £4,000 and other accruals of £9,000;
- There were net current assets and net assets of £2,168,000 at 31 December 2021;
- The directors are not aware of any contingent liabilities of the Company which would result in a significant cash outflow; and
- The cash pooling resources are adequate to cover existing and all likely future liabilities for a period of at least one year from the date of approval of the statutory accounts.

Financial Instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

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

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction, the financial asset or liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the Statement of Financial Position if there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Equity instruments issued by the Company are recorded at the fair value of cash or other resources received or receivable, net of direct issue costs.

The Company did not have any financial instruments measured at fair value through profit or loss in either the current year or the preceding year. All basic financial instruments were measured at amortised cost.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognised on timing differences that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrealised tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Related Party Transactions

The terms of related party transactions are approved by the Company's management. These transactions are expected to be settled in the normal course of business and have no specific repayment terms. Amounts due from/due to related parties are included in debtors and creditors, respectively, in the Statement of Financial Position. The outstanding balance with the Northrop Grumman European Cash Pool is unsecured and subject to variable interest rates. All other related party balances are unsecured and not subject to interest.

The Company has taken advantage, as a wholly owned subsidiary, of the exemption under section 33 of FRS 102, related party disclosures, from disclosure of transactions and balances with group companies. Accordingly, transactions with NGC and its subsidiaries are not disclosed separately.

Foreign Exchange

Balances denominated in foreign currencies are translated either at the original rate applied to the transaction where there is no current intention to arrange settlement or at agreed group settlement rates where transactions are to be settled in the short term. Transactions denominated in foreign currencies are translated into pound sterling at the rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at 31 December are translated at the rates ruling at that date. These translation differences are included within the profit and loss account.

Interest Income

Interest income is recognised in the profit and loss account using the effective interest rate and is recorded in the period in which it is earned.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Provision for Liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at 31 December, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. These estimates and associated assumptions are based on historical experience and other relevant factors. Actual results may differ from these estimates. There are no key sources of estimation uncertainty.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period. If the revision affects both current and future periods, revisions are recognised in the period of the revision and future periods.

Critical Judgements in Applying the Company's Accounting Policies

There are no critical judgements that the directors have made in the process of applying the Company's accounting policies that have a significant effect on the amounts recognised in the financial statements.

3. INFORMATION REGARDING DIRECTORS, EMPLOYEES AND AUDITOR

During 2021 and 2020, the Company had no employees. The directors of the Company are remunerated by other Northrop Grumman companies and therefore they did not receive any emoluments in respect of their services to the Company.

Auditor's remuneration

Fees payable to Deloitte LLP for the audit of the Company's annual accounts were £7,500 (2020: £7,950). No other services were provided by Deloitte LLP during the year.

4. DEBTORS

			31 Dec	cemb	ember		
£ in thousands	·		2021		2020		
Amounts falling due within one year:	•	,	•				
Amounts owed by group undertakings		£	2,320	£	2,318		

Amounts owed by group undertakings are payable upon demand and include cash pooling resources of £2,290,000 (2020: £2,289,000). The terms and conditions of transactions with related parties are further described in note 1.

5. TAX ON PROFIT/(LOSS)

(a) Analysis of Tax

	Year ended	Year ended 31 December					
£ in thousands	2021	2020					
Current tax:							
UK corporation tax on profit/(loss)	£	£ —					
Total current tax	<u>£</u> —	£ —					

(b) Factors Affecting Tax

The differences between the total tax on profit/(loss) and the amount calculated by applying the standard UK corporation tax rate of 19% (2020: 19%) are explained below.

	Ye	1 December		
£ in thousands	2021		2020	
Profit/(loss) before taxation -	£	101	£	(139)
Tax at standard rate		(19)		26
Differences:				
Deferred tax not recognised		4		(31)
Remeasurement of deferred tax for changes in tax rates	·	15		5
Total tax on profit/(loss)	£		£	

The Company has an unrecognised deferred tax asset in relation to historical trading losses. These have not been recognised in the financial statements due to uncertainty over future profitability of the business. The amount of the asset not recognised at 31 December 2021 is £62,802 (2020: £66,905).

The closing unrecognised deferred tax asset at 31 December 2021 has been calculated at 25%, which reflects the tax rate substantively enacted at the balance sheet date.

(c) Factors That May Affect Future Tax

In March 2021, the UK government announced an increase in the corporation tax rate from 19% to 25% with certain exemptions and phase in provisions with effect from 1 April 2023.

6. CREDITORS

		31 December				
£ in thousands			2021	2	2020	
Amounts owed to group undertakings		£	139	£	139	
Accrued expenses			ģ		8	
	•	£	148	£	147	

Amounts owed to group undertakings are payable upon demand. The terms and conditions of transactions with related parties are further described in note 1.

7. PROVISIONS

	31 December				
	2020				
•					
£	104	£	_		
	(100)		104		
£	4	£	104		
	£	2021 £ 104	2021 2 £ 104 £		

In 2020, the Company recognised a provision for estimated settlements related to certain personal injury claims. In 2021, the provision was reduced by £100,000, to reflect the actual settlements paid. The Company believes it has adequately reserved for amounts that are probable and reasonably estimable, and that the outcome of any such matters would not have a material adverse effect on its financial position as of 31 December 2021, or its annual results of operations and/or cash flows.

8. SHARE CAPITAL AND RESERVES

Share Capital

		31 December .			
		2021	2021 2020		,
		No.	£	No.	£
Allotted, called up and fully paid: Ordinary shares (£1 each)		502	502	502	502

Each ordinary share carries one vote and ranks equally in all respects with each other ordinary share.

Reserves

The share premium reserve contains the premium arising on issue of equity shares, net of issue expenses.

The capital contribution reserve represents the cumulative amount of permanent contributions to capital made by the parent undertaking.

The profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

9. ULTIMATE PARENT AND CONTROLLING PARTY

The Company's immediate parent company and controlling party is TRW Aeronautical Holding, Inc., a company incorporated in the United States of America. The largest and smallest group in which the results of the Company are consolidated is that headed by NGC, the ultimate parent undertaking and controlling party incorporated in Delaware in the United States of America (USA) and located at 2980 Fairview Park Drive, Falls Church, Virginia 22042, USA, which is also the entity's registered office. The consolidated accounts of this company may be viewed at the company website which is www.northropgrumman.com. In addition, the Securities and Exchange Commission (SEC) also maintains a website at www.sec.gov that contains reports, proxy statements and other information regarding SEC registrants, including NGC.

10. SUBSEQUENT EVENTS

On 24 February 2022, Russia invaded Ukraine, leading to increased sanctions upon Russia and impact on operations in Russia, Ukraine and neighbouring countries. The Company has considered the potential impact of this ongoing conflict and does not expect there to be a material impact on the operations or cash flow of the Company, due to the fact that the Company does not buy any goods from, or sell to, the region, nor does it buy any commodities whose prices may be affected by the volatility.