

Autoliv Spring Dynamics Limited

Report and Financial Statements

31 December 2017

SATURDAY



A7FHR7LV

A07

29/09/2018

#273

COMPANIES HOUSE

Directors

R Rollo
C Hanke

Secretary

J A Bonney

Auditors

Ernst & Young LLP
2 St Peter's Square
Manchester
M2 3EY

Bankers

Nordea Bank Finland PLC
London Branch
8th Floor, City Place House
55 Basinghall Street
London
EC2V 5NB

Registered office

Viking Way
Congleton
Cheshire
CW12 1TT

Strategic report

Principal activities and review of the business

The company's principal activity during the year was the management of its UK property business.

The company's key financial and other performance indicators during the year were as follows:

	2017 £'000	2016 £'000	Change %
Total operating (loss)/profit before exceptional	(185)	50	-470%
(Loss)/profit after tax	(185)	50	-470%
Shareholders' deficit	(3,787)	(3,602)	-5.14%
Current assets as % of current liabilities	6.86	4.45	+54.16%

Due to the sharp drop in European vehicle production and the closure of the company's British steel supplier, Autoliv Spring Dynamics Limited announced in November 2008 the planned closure of the business and the transfer of its manufacturing assets to another Autoliv group entity in Romania. The transfer of production lines commenced in the first half of 2009, and manufacturing in the UK ceased in December 2009. The company continued to provide supply chain management services for a short period, however this ceased in 2010.

The company has a lease which ends in January 2019 in respect of premises which are currently sublet and the accounts continue to reflect onerous lease and dilapidation provisions. The estimate for dilapidation provision has been made by the directors, based upon an independent surveyor's report and taking into account the status of current negotiations with the landlord and subtenant.

Future developments

The company now concentrates upon its property business.

Principal risks and uncertainties

The directors have evaluated the principal risks and uncertainties that faced the company during the year and consider these to be largely nullified by the decision to cease operations. The main remaining risk is whether the current sub-tenants extend their lease beyond the current term, and also the company's ability to continue to make rent payments on the head-lease.

Financial risk management

The company utilises overdraft facilities as part of a 'pool' arrangement with other UK members of the group. The 'pool' uses intercompany loans to manage liquidity, cash flow and interest rate risk.

The company utilises a group 'netting' service, which matches currency inflows and outflows to achieve natural hedging and manage exchange rate risk where possible.

On behalf of the Board



C Hanke
Director

Date: 24 September 2018

Directors' Report

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

Results and dividends

The loss for the year amounted to £185,000 (2016 – profit of £50,000). The directors do not recommend the payment of any dividends (2016 – £Nil).

Going concern

As detailed in the Strategic report, the company ceased to trade in 2010 with no expectation that trading will recommence. The company has a lease commitment that runs to 2019 and as such expects to continue in operational existence until it completes settlement of its responsibilities under the lease, with a decision to be taken subsequently as to the future of the Company.

As the company has net liabilities at 31 December 2017 it is reliant upon parental support to enable it to meet its obligations as they fall due. The parent company has confirmed to the directors that it is willing to provide such support and as such the accounts have been prepared on a going concern basis.

Directors

The directors who served the company during the year and subsequent to the year close were as follows:

I Fourrier (Resigned 15th August 2018)

C Hanke (Appointed 1st April 2018)

R Rollo (Appointed 14th August 2018)

A Schaal (Resigned 1st April 2018)

Directors' liabilities

The company has indemnified one or more directors of the company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision was in force during the year and remains in force as at the date of approving the directors' report.

Directors' statement as to disclosure of information to auditors

The directors who were members of the board at the time of approving the directors' report are listed on page 1. Having made enquires of fellow directors and of the company's auditors, each of these directors confirm that:

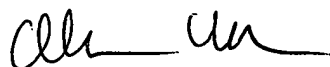
- To the best of each director's knowledge and belief, there is no information relevant to the preparation of their report of which the company's auditors are not aware; and
- Each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

This report has been prepared in accordance with the special provisions of Part XV of the Companies Act 2006 relating to small entities.

On behalf of the Board



C Hanke
Director

Date: 24 September 2018

Statement of Directors' responsibilities

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). 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 those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- 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 Autoliv Spring Dynamics Limited

Opinion

We have audited the financial statements of Autoliv Spring Dynamics Limited for the year ended 31 December 2017 which comprise the Income statement, the Statement of comprehensive income, the Statement of changes in equity, the Statement of financial position and the related notes 1 to 14, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

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 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.

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.

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 Autoliv Spring Dynamics 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 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 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement 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.

Independent auditor's report to the members of Autoliv Spring Dynamics Limited (continued)

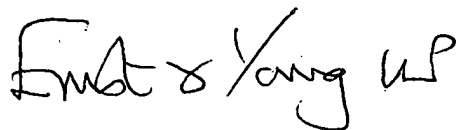
Auditor's responsibilities for the audit of the financial statements

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.

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



Julian Yates (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Manchester

Date: 25/9/18

Income statement

for the year ended 31 December 2017

	<i>Note</i>	<i>2017</i> <i>£'000</i>	<i>2016</i> <i>£'000</i>
Other operating (cost)/income		(185)	50
Operating (loss)/profit	3	(185)	50
(Loss)/profit on ordinary activities before interest and similar charges		(185)	50
(Loss)/profit on ordinary activities before taxation		(185)	50
Tax on loss on ordinary activities	5	–	–
(Loss)/profit for the financial year		(185)	50

All amounts relate to continuing property operations.

Statement of comprehensive income

for the year ended 31 December 2017

There are no recognised gains or losses other than the loss of £185,000 attributable to the shareholders for the year ended 31 December 2017 (2016 – profit of £50,000).

Statement of changes in equity

for the year ended 31 December 2017

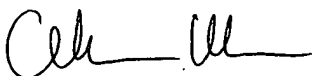
	<i>Called up share capital</i>	<i>Share premium account</i>	<i>Other reserves</i>	<i>Profit and loss account</i>	<i>Total</i>
	<i>£000</i>	<i>£000</i>	<i>£000</i>	<i>£000</i>	<i>£000</i>
At 1 January 2016	26	4,149	3	(7,830)	(3,652)
Profit for the year	—	—	—	50	50
At 31 December 2016	26	4,149	3	(7,780)	(3,602)
Loss for the year	—	—	—	(185)	(185)
At 31 December 2017	26	4,149	3	(7,965)	(3,787)

Statement of financial position
at 31 December 2017

Registered No. 898822

	<i>Note</i>	<i>2017</i> <i>£'000</i>	<i>2016</i> <i>£'000</i>
Current assets			
Debtors	6	227	137
Cash at bank and in hand		-	-
		<u>227</u>	<u>137</u>
Creditors: amounts falling due within one year	7	(3,305)	(3,074)
Net current liabilities		<u>(3,078)</u>	<u>(2,937)</u>
Total assets less current liabilities		<u>(3,078)</u>	<u>(2,937)</u>
Provisions for liabilities	8	(709)	(665)
Net liabilities		<u>(3,787)</u>	<u>(3,602)</u>
Capital and reserves			
Called up share capital	11	26	26
Share premium account	12	4,149	4,149
Other reserves	12	3	3
Profit and loss account		(7,965)	(7,780)
Shareholders' deficit		<u>(3,787)</u>	<u>(3,602)</u>

Approved by the Board



C Hanke
Director

Date: 24 September 2018

Notes to the financial statements

at 31 December 2017

1. Fundamental accounting concept – going concern

As detailed in the Strategic report, the company ceased to trade in 2010 with no expectation that trading will recommence. The company has a lease commitment that runs to 2019 and as such expects to continue in operational existence until it completes settlement of its responsibilities under the lease, with a decision to be taken subsequently as to the future of the Company.

As the company has net liabilities at 31 December 2017 it is reliant upon parental support to enable it to meet its obligations as they fall due. The parent company has confirmed to the directors that it is willing to provide such support and as such the accounts have been prepared on a going concern basis.

2. Accounting policies

Statement of compliance

Autoliv Spring Dynamics Limited is a private company limited by shares incorporated in England. The Registered Office is Viking Way, Congleton, Cheshire, CW12 1TT.

The Company's financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements of the Company for the year ended 31 December 2017.

The company have not applied paragraphs 20.15A or 20.25A to lease incentives where the lease commenced before the date of transition to FRS 102. It has continued to recognise any residual benefit or cost associated with these lease incentives on the same basis that applied prior to transition to FRS 102.

Basis of preparation and prior year adjustment

The financial statements for Autoliv Spring Dynamics Limited were approved for issue by the Board of Directors on 24 September 2018. The financial statements have been prepared in accordance with applicable accounting standards. The financial statements are prepared in sterling which is the functional currency of the Company and rounded to £'000.

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 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Autoliv AB as at 31 December 2016 and these financial statements may be obtained from PO Box 70381, SE-107 24 Stockholm, Sweden.

Judgements and key sources of estimation uncertainty

The preparation of the 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 following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Notes to the financial statements

at 31 December 2017

2. Accounting policies (continued)

Onerous lease and dilapidations provisions

The Company has entered into a non-cancellable lease for a production facility, which expires in 2019. The current, and future likely lease incomes do not fully cover the lease obligations, and so the Directors have created an onerous lease provision to recognise the present value of the exposure.

Related to the lease is an obligation for building dilapidations. An estimate has been made by the directors, based upon an independent surveyor's report and taking into account the status of current negotiations with the landlord and subtenant, to recognise the likely future value of the repairing obligation. This estimate by its nature involves subjectivity and could be subject to change based on the final outcome of negotiations.

Operating lease agreements - lessee

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term. Lease incentives are recognised over the lease term on a straight line basis.

Operating lease agreements - lessor

Operating lease income is recognised on a straight line basis to the date of the next rent review.

Provisions for liabilities

A provision is recognised when the group has a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation. The effect of the time value of money is material and the provisions are discounted appropriately.

Financial instruments

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like advances to and from related parties and other creditors.

Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the profit and loss account.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

3. Operating (loss)/profit

Operating (loss) is stated after charging:

	2017 £'000	2016 £'000
Auditors' remuneration – audit of the financial statements	3	2

The movements on the onerous lease provision relating to the charge and utilisation are more fully disclosed within note 8.

Notes to the financial statements

at 31 December 2017

4. Directors' emoluments

No director (2016 – none) was a member of a group defined contribution pension scheme, and no director (2016 – none) received contributions payable to a private defined contribution pension scheme. All Directors were paid by other group companies (2016 – Both).

5. Taxation on ordinary activities

(a) Tax on (loss)/profit on ordinary activities

The tax charge is made up as follows:

	2017 £'000	2016 £'000
<i>Current tax:</i>	–	–
UK corporation tax	–	–
	<u>–</u>	<u>–</u>
Tax on (loss)/profit on ordinary activities (note 5(b))	–	–
	<u>–</u>	<u>–</u>

(b) Factors affecting the total tax charge

The tax charge assessed on the profit on ordinary activities for the year differs from the standard rate of corporation tax in the UK of 19.25% (2016 – 20.00%). The differences are reconciled below:

	2017 £'000	2016 £'000
(Loss)/profit on ordinary activities before taxation	(185)	50
	<u>–</u>	<u>–</u>
Profit/(loss) on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19.25% (2016 – 20.00%)	(36)	10
<i>Effects of:</i>		
Group relief given for nil consideration	36	70
Deferred tax not recognised	–	(80)
	<u>–</u>	<u>–</u>
Total tax	–	–
	<u>–</u>	<u>–</u>

(c) Factors that may affect future tax charges

The main rate of corporation tax was reduced from 21% to 20% from the 1 April 2015 (enacted 31 July 2013) and this was the main rate of corporation tax until 31 March 2017.

A number of changes to the UK Corporation tax system were announced in the summer 2015 Budget including that the main rate of corporation tax was to be reduced by a further 1% to 19% from 1 April 2017 and an additional 1% to 18% from 1 April 2020. These announcements were enacted on 18 November 2015.

In the 2016 Budget, it was announced that the Corporation Tax main rate will fall further to 17% from 1 April 2020. Finance Act 2016 was enacted on 15 September 2016 including the rate change to 17% from 1st April 2020.

All rate changes above had been enacted at the balance sheet date and so have been reflected in the deferred tax working where applicable.

Notes to the financial statements

at 31 December 2017

6. Debtors

	2017 £'000	2016 £'000
Other debtors	103	12
Prepayments	124	125
	<u>227</u>	<u>137</u>

7. Creditors: amounts falling due within one year

	2017 £'000	2016 £'000
Bank overdraft	3,266	2,961
Other creditors	29	14
Accruals and deferred income	10	99
	<u>3,305</u>	<u>3,074</u>

The bank overdraft forms part of a 'cash pool' arrangement and is secured against group undertakings.

8. Provisions for liabilities

The provision for liabilities is comprised of the provision for onerous lease and dilapidations obligations.

	<i>Provision for Onerous lease</i> £000	<i>Provision for dilapidation</i> £000	<i>Total</i> £000
At 1 January 2017	252	413	665
Utilisation	(241)	-	(241)
Charged to profit and loss in the year	283	2	285
At 31 December 2017	<u>294</u>	<u>415</u>	<u>709</u>

The directors have continued to reassess the potential for sublet income and have adjusted the onerous lease provision accordingly.

Notes to the financial statements

at 31 December 2017

9. Obligations under operating leases

Lessee arrangements

Future minimum rentals payable under non-cancellable operating leases as set out below:

	<i>Land and buildings</i>	
	<i>2017</i>	<i>2016</i>
	<i>£'000</i>	<i>£'000</i>
<i>Operating leases which expire:</i>		
Within one year	-	-
In two to five years	373	730
In over five years	-	-
	<u>373</u>	<u>730</u>

Lessor arrangements

Future minimum rentals receivable under non-cancellable operating leases as set out below:

	<i>Land and buildings</i>	
	<i>2017</i>	<i>2016</i>
	<i>£'000</i>	<i>£'000</i>
<i>Operating leases which expire:</i>		
Within one year	-	-
In two to five years	113	222
In over five years	-	-
	<u>113</u>	<u>222</u>

The Company sub-lets a building under non-cancellable agreements. The leases have various terms and renewal rights.

The provision for onerous lease obligations included in note 8 reflects the lease commitments disclosed above, net of expected income from sub-tenants.

10. Financial instruments

	<i>2017</i>	<i>2016</i>
	<i>£000</i>	<i>£000</i>
<i>Financial Assets measured at amortised cost</i>		
Other Debtors	103	12
	<u>103</u>	<u>12</u>
<i>Financial liabilities measured at amortised cost</i>		
Bank overdraft	3,266	2,961
Other Creditors	29	14
	<u>3,295</u>	<u>2,975</u>

Notes to the financial statements

at 31 December 2017

11. Issued share capital

	2017		2016	
	No.	£'000	No.	£'000
<i>Allotted, called up and fully paid</i>				
Ordinary shares of £1 each	26,000	26	26,000	26

12. Reserves

Share premium account

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

Capital redemption

This reserve records the nominal value of shares repurchased by the company.

13. Related party transactions

In preparing these financial statements, the directors have taken advantage of the exemptions available under Section 33 Related Party Disclosures paragraph 33.7 as permitted by FRS 102 Financial Reporting Standards applicable in the UK and Republic of Ireland, and have not disclosed transactions entered into between wholly owned group undertakings.

Balances with parent undertaking are disclosed in note 7 to the financial statements.

14. Ultimate parent company

The company is a subsidiary undertaking of Autoliv UK Holding Limited, a company incorporated in United Kingdom. The ultimate parent undertaking and controlling party is Autoliv Inc., a company incorporated in Delaware in the United States of America.

The largest group undertakings for which group financial statements are drawn up and of which the company is a member is Autoliv Inc. The smallest group of undertakings for which group financial statements are drawn up and of which the company is a member is Autoliv AB, a company incorporated in Sweden. The consolidated financial statements of Autoliv Inc. and Autoliv AB are available to the public and may be obtained from:

PO Box 70381
SE-107 24
Stockholm
Sweden