Registered Number: 01856199

ADT South Africa Holding Limited Annual report and financial statements for the 18 month period ended 31 March 2020

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Annual report and financial statements for the 18 month period ended 31 March 2020

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Strategic report

The directors present their strategic report on the company for the 18 month period ended 31 March 2020.

Results

The results for the period are given in the Statement of comprehensive income on page 7 which shows a profit after tax of £2,000 for the period (year ended 30 September 2018: profit of £378,000).

As at the period end, the company has net assets of £56,878,000 (2018: £56,876,000).

Review of business and future developments

The principal activity of the company was the financing activities for other group companies, managing various cash and intercompany balances. This is not expected to continue for the foreseeable future. It is the current intention of the directors to wind up the company, accordingly the going concern basis of accounting is no longer appropriate and the financial statements have been prepared on a basis other than going concern as described further on page 10.

On 16 January 2020, the company extended its accounting period for the year ended 30 September 2019 to the 18 month period ended 31 March 2020.

On 25 February 2020, the directors passed a resolution to reduce the fully paid share capital and cancel and extinguish the share premium account of the company in accordance with the Companies Act 2006 sections 641 to 644.

Key performance indicators (KPIs)

The company had few transactions during the period and the directors do not envisage that this will change in the foreseeable future. For this reason the company's directors believe that further key performance indicators of the company are not necessary for an understanding of the performance position of the business.

Principal risk and uncertainties

The directors have assessed the principal risks and uncertainties of the company to be minimal due to group policy which requires risk management and operational policies and procedures to be implemented in all areas of business. Furthermore, there is a robust supervision structure which allows management to account for the delivery of the company's contracts and to oversee relationships with its key stakeholders.

In relation to the evolving COVID 19 situation, the company is working to identify any ongoing potential risks and define and implement risk mitigation plans. Currently, the impact on the company's operations has been minimal. Management have identified the only potential risk is a reduction in the interest rate obtained on the cash balances. However, the cash is held with an external institution that forms part of the global banking facilities which is managed centrally mitigating this risk. Management's top priority remains ensuring that their people and extended supplier partners are safe, and is continually assessing the situation and monitoring for any potential disruptions.

As part of the period's risk assessment we have considered the impact of the United Kingdom leaving the EU on 31 January 2020. There is now a transition period in place until the end of 2020 while the United Kingdom and EU negotiate additional arrangements. An internal working group has been established to consider the potential impact on the availability of markets and market access rights, the impact on strategy and operations, increases in import and labour costs, the retention of skilled labour and recruitment concerns.

On behalf of the Board

M Ayre **Director**

Date: 18 December 2020

Directors' report

The directors present their report and the audited financial statements of the company for the 18 month period ended 31 March 2020.

Future developments

The future developments of the company are noted in the Strategic report.

Dividends

The directors do not recommend the payment of a dividend (2018: £nil).

Post balance sheet events

There are no post balance sheet events.

Going concern

Following the issue of solvency statement during the period with the intention to dissolve the company in the future, the financial statements have been prepared on a basis other than going concern.

Financial risk management

Credit risk

The company is not exposed to any credit risk other than in respect of inter-company balances within the Johnson Controls International plc group. The company does not have an external customer base. The company uses financial institutions authorised by Johnson Controls International plc (the "group") who actively manage the global banking facilities.

Exchange rate risk

Potential exposure to currency exchange rate fluctuations is managed internally within the group treasury function. The group enter into forward exchange contracts on behalf of the company to the value of its future multicurrency cashflows. Consequently exchange rate risk is not significant.

Price risk

The directors do not consider that the company's operations expose it to any price risk.

Liquidity and interest rate risk

Cash balances held with external institutions form part of the Johnson Controls International plc group global cash pool arrangement which minimises any interest rate exposure. If funding is required then this is achieved by either an internal loan from a Johnson Controls International plc group company or through cash pooling arrangements. Interest bearing loans with group companies are held at fixed interest rates.

Directors

The following served as directors during the period and up to the date of this report, unless otherwise stated:

M Ayre

P Schieser

Directors' indemnities

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity policy, held by the group, was in force throughout the last financial year and is currently in force. The group also purchased and maintained throughout the financial period Directors' and Officers' liability insurance in respect of itself and its directors.

Directors' report (cont'd)

Statement of directors' responsibilities

The directors are responsible for preparing the Annual report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- · make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business (see note 3).

The directors 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.

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.

Directors' confirmations

In the case of each director in office at the date the Directors' report is approved:

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

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the next Directors' Board Meeting.

On behalf of the Board

M Ayre Director

Date: 18 December 2020

Independent auditors' report to the members of ADT South Africa Holding Limited

Report on the audit of the financial statements

Opinion

In our opinion, ADT South Africa Holding Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2020 and of its profit for the 18 month period (the "period") then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: the Statement of financial position as at 31 March 2020; the Statement of comprehensive income, the Statement of changes in equity for the 18 month period then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Emphasis of matter - financial statements prepared on a basis other than going concern In forming our opinion on the financial statements, which is not modified, we draw attention to note 3 to the financial statements which describes the directors' reasons why the financial statements have been prepared on a basis other than going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

Independent auditors' report to the members of ADT South Africa Holding Limited (cont'd)

Report on the audit of the financial statements (cont'd)

Reporting on other information (cont'd)

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the period ended 31 March 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

Auditors' 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 auditors' 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 auditors' report.

Independent auditors' report to the members of ADT South Africa Holding Limited (cont'd)

Report on the audit of the financial statements (cont'd)

Responsibilities for the financial statements and the audit (cont'd)

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Nicholas Smith (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Southampton

| No December 2020

Statement of comprehensive income for the 18 month period ended 31 March 2020

	Note	Period ended 31 March 2020 £'000	Year ended 30 September 2018 £'000
Administrative income	<u></u>	4	249
Operating profit		4	249
Interest receivable and similar income	5	-	2,591
Interest payable and similar expenses	6	(2)	(2,462)
Profit before taxation	7	2	378
Tax on profit	9	-	-
Profit for the financial period/year		2	378
Total comprehensive income for the year		2	378

All results derive from discontinued operations.

Statement of financial position as at 31 March 2020

		31 March 2020	30 September 2018
	Note	£'000	€,000
Current assets			
Debtors	10	57,559	58,051
Creditors – amounts falling due within one year	11	(681)	(1,175)
Net current assets		56,878	56,876
Total assets less current liabilities		56,878	56,876
Capital and reserves			
Called up share capital	12		138,678
Share premium account	12	•	32,389
Capital reserve	12	171,067	-
Accumulated losses		(114,189)	(114,191)
Total equity		56,878	56,876

The notes on pages 10 to 16 form an integral part of these financial statements.

The financial statements on pages 7 to 16 were approved by the Board of directors on 18 December 2020 and were signed on its behalf by:

M Ayre
Director
ADT South Africa Holding Limited Registered number: 01856199

Statement of changes in equity for the 18 month period ended 31 March 2020

· · · · · · · · · · · · · · · · · · ·	Note	Share premium account £'000	Called up share capital £'000	Capital reserve £'000	Accumulated losses	Total equity £'000
Balance as at 1 October 2017		32,389	138,678	-	(114,569)	56,498
Profit for the financial period		-	-	-	378	378
Balance as at 30 September 2018		32,389	138,678	•	(114,191)	56,876
Profit for the financial period		-	-	-	2	2
Share capital reduction	12	-	(138,678)	138,678	-	-
Share premium extinguished	12	(32,389)	-	32,389	-	-
Balance as at 31 March 2020		-	•	171,067	(114,189)	56,878

Accumulated losses represent the accumulated comprehensive income and expense for the period and prior periods.

On the 25 February 2020, the directors passed a resolution to reduce the fully paid share capital of the company from 138,677,502 ordinary shares of £1.00 each to 1 ordinary share of £1.00 each by cancelling 138,677,501 ordinary shares of £1.00 each.

The directors also passed a resolution on the 25 February 2020 to cancel and extinguish the share premium account of the company.

Notes to the financial statements for the period ended 31 March 2020

1 General information

ADT South Africa Holding Limited ("the company") is a private company limited by shares, domiciled and incorporated in England, the United Kingdom. The address of the company's registered office is Security House, The Summit, Hanworth Road, Sunbury on Thames, Middlesex, England TW16 5DB, UK.

The principal activity of the company has been that of a holding company. It is currently involved in financing activities for other group companies, managing various intercompany balances.

2 Statement of compliance

These financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (FRS 102) and in accordance with the Companies Act 2006.

3 Summary of significant accounting policies

The principal accounting policies, which have been applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated. The company has applied FRS 102 in these financial statements.

Basis of preparation

The directors in light of their assessment of the basis of preparation of the financial statements have undertaken a review of the future of the company and have concluded that they intend to take the necessary steps to dissolve the company. Accordingly they have determined that the basis of preparation should be other than as a going concern. No material adjustments arose as a result of ceasing to apply the going concern basis. In the event the company is liquidated the costs of closure will be borne by a fellow group undertaking. In terms of presentation there are no fixed assets to be presented as current assets at their recoverable amount.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. Any areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant in these financial statements are disclosed in note 4.

Reduced disclosures

In accordance with FRS 102, the company has taken advantage of the exemptions from the following disclosure requirements on the basis that the information is provided in the consolidated financial statements of Johnson Controls International plc, which is registered in Cork, Ireland. Johnson Controls International plc prepares consolidated financial statements which are publicly available and can be obtained from the address given in note 13.

- Section 4 'Statement of Financial Position' Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows' Presentation of a Statement of Cash Flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' & Section 12 'Other Financial Instrument Issues' Carrying
 amounts, interest income/expense and net gains/losses for each category of financial instrument; basis
 of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair
 value changes recognised in the Statement of comprehensive income;
- Section 33 'Related Party Disclosures' Paragraphs 33.7 and 33.1A, Disclosure of compensation for key management personnel and related party transactions.

Notes to the financial statements for the period ended 31 March 2020 (cont'd)

3 Summary of significant accounting policies (cont'd)

Functional and presentational currency

The company's functional and presentational currency is the pound sterling.

Foreign currencies

Transactions in currencies other than the functional currency (foreign currencies) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense.

Current tax

Current tax is the amount of income tax payable in respect of the taxable profits for the period at the standard effective rate of corporation tax in the UK.

Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date, unless it is not considered probable that deferred tax assets will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand. Bank overdrafts, when applicable, are shown within borrowings in current liabilities.

Notes to the financial statements for the period ended 31 March 2020 (cont'd)

3 Summary of significant accounting policies (cont'd)

Financial instruments

Financial assets

Basic financial assets, including other receivables, cash and bank balances and loans to fellow group undertakings are initially measured at the transaction price. Where the arrangement with another debtor constitutes a financing transaction, the debtor is initially measured at the present value of future receipts discounted at a market rate of interest for a similar debt instrument.

Such assets are subsequently carried at amortised cost using the effective interest rate method and are assessed annually for evidence of impairment. Any impairment loss or reversal of an impairment loss is recognised in the Statement of comprehensive income.

Complex financial instruments, such as derivative assets, are initially measured at the transaction price and are revalued to their fair value at the period end date, by reference to the conversion rates applying at that date for an identical transaction.

Financial liabilities

Basic financial liabilities, including trade and other payables, bank overdrafts, loans from fellow group undertakings, are initially recognised at transaction price. Where the arrangement with a creditor constitutes a financing transaction, the creditor is initially measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument. Other creditors payable within one year that do not constitute a financing transaction are initially measured at the transaction price and subsequently measured at amortised cost, being the transaction price less any amounts settled.

Such debt instruments are subsequently carried at amortised cost using the effective interest rate method.

Offsetting

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument, and are offset only when the company currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Related party transactions

The company discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned.

4 Critical accounting judgements and estimation uncertainty

Critical accounting estimates and assumptions

There are no accounting estimates and assumptions that have a significant risk of causing a material adjustment to the carrying value of assets and liabilities within the next financial year.

Notes to the financial statements for the period ended 31 March 2020 (cont'd)

5 Interest receivable and similar income

	Period ended 31 March 2020 £'000	Year ended 30 September 2018 £'000
Interest receivable from group companies	-	2,591
		2,591

6 Interest payable and similar expenses

	Period ended 31 March 2020 £'000	Year ended 30 September 2018 £'000
Interest payable to group companies	2	2,411
Other Interest payable	-	51
	2	2,462

7 Profit before taxation

Profit before taxation is stated after (crediting)/charging	Period ended 31 March 2020 £'000	Year ended 30 September 2018 £'000
Foreign exchange gain	-	(2,087)
Loss on swap contracts	•	2,275
Total exceptional items	•	. 188

The audit fees of £4,000 (2018: £2,000) were borne by a fellow group company.

Notes to the financial statements for the period ended 31 March 2020 (cont'd)

8 Directors and employees

The directors received no remuneration (2018: nil) in respect of their services to the company during the year as their services as directors of the company were incidental to the other services within the Johnson Controls International plc group of companies. Directors' remuneration costs are borne by other members of the Johnson Controls International plc group of companies. It is not possible to determine an allocation of costs to this company. The average monthly number of employees, including Directors, is 2 (2018: 2).

9 Tax on profit

	Period ended 31 March 2020	Year ended 30 September 2018
	ε'000	£'000
Current tax		
Corporation tax at 28% (2018: 28%)	•	-
Total current tax charge	•	
Deferred tax		
Foreign exchange gains	•	-
Total tax charge	•	-

Factors affecting current tax charge for the period

The company is tax resident in South Africa and is subject to 28% tax on relevant income. Tax on profit for the period is lower than (2018: lower than) the tax rate in South Africa of 28% (2018: 28%). The difference between the total tax charge shown above and the amount calculated by applying the average standard rate of South African Corporation Tax to the profit before tax is as follows:

Reconciliation of tax charge

The differences are explained below:

	Period ended 31 March 2020	Year ended 30 September 2018
Profit before taxation	£'000 2	£'000 378
Profit before taxation multiplied by standard rate of corporation tax in South Africa of 28% (2018: 28%)	1	106
Effects of:		
Expenses not deductible	(1)	(113)
Unrecognised losses carried forward	-	7
Total charge for the period/year	-	-

Notes to the financial statements for the period ended 31 March 2020 (cont'd

10 Debtors

	Period ended 31 March 2020	Year ended 30 September 2018
Amounts owed by group undertakings	£'000 57,559	£'000 58,051
	57,559	58,051

Included within amounts owed by group undertakings is an amount of $\pounds57,559,298$ (2018: $\pounds58,047,944$) owed by Tyco Holdings (UK) Limited, in respect of all UK cash pooling arrangements, which bears interest at an average rate of 0.00% (2018: 0.00%) per annum.

11 Creditors: amounts falling due within one year

	Period ended 31 March 2020 £'000	Year ended 30 September 2018 £'000
Bank loans and overdrafts	-	489
Amounts owed to group undertakings	681	-
Corporation Tax	-	681
Accruals and deferred income	<u>-</u>	5
	681	1,175

All amounts owed to group undertakings are interest free, unsecured and are repayable on demand.

Notes to the financial statements for the period ended 31 March 2020 (cont'd)

12 Called up share capital and share premium account

•	Period ended 31 March 2020 £'000	Year ended 30 September 2018 £'000
Authorised, allotted and fully paid		-
1 (2018: 138,677,502) ordinary shares of £1 each	-	138,678
Share premium	-	32,389

On the 25 February 2020, the directors passed a resolution to reduce the fully paid share capital of the company from 138,677,502 ordinary shares of £1.00 each to 1 ordinary share of £1.00 each by cancelling 138,677,501 ordinary shares of £1.00 each.

The directors also passed a resolution on the 25 February 2020 to cancel and extinguish the share premium account of the company.

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

13 Ultimate parent company and controlling party

The immediate parent undertaking is Tyco Holdings (UK) Limited.

The ultimate parent undertaking and controlling party is Johnson Controls International plc, a company incorporated in Cork, Ireland.

Johnson Controls International plc is the parent undertaking of the smallest and largest group of undertakings to consolidate these financial statements at 30 September 2019. The consolidated financial statements of Johnson Controls International plc are available from:

Johnson Controls International plc 1 Albert Quay Cork Ireland