

UNISTRUT EUROPE LIMITED

Annual Report and Financial Statements

For the 52 week period ended 25 September 2015

Company registration number: 01974598



UNISTRUT EUROPE LIMITED

**ANNUAL REPORT & FINANCIAL STATEMENTS FOR THE 52 WEEK PERIOD
ENDED 25 SEPTEMBER 2015**

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UNISTRUT EUROPE LIMITED

OFFICERS & PROFESSIONAL ADVISERS

DIRECTORS

P Merrick
J Williamson
J Mallak
C Jones

COMPANY SECRETARY

D Kelly

REGISTERED OFFICE

Delta Point
Greets Green Road
West Bromwich
B70 9PL

AUDITOR

Deloitte LLP
Chartered Accountants and Statutory Auditor
Leeds, UK

UNISTRUT EUROPE LIMITED

STRATEGIC REPORT

PRINCIPAL ACTIVITY

The company is a holding company for Unistrut Limited, a manufacturer of metal framing systems. The Company does not trade and accordingly it has no direct KPIs. The main risk it faces is the potential diminution in the carrying value of the investment which the Company holds. The directors monitor the performance of the Group by the performance of the only trading subsidiary, Unistrut Limited. Accordingly, this strategic report contains information that relates solely to Unistrut Limited.

BUSINESS REVIEW

With a market-leading brand and continued customer focus we are in a strong position to continue our strategy of being the preferred supplier of metal framing products and cable management systems in the UK. Cost-out initiatives, investments and a wider customer base has seen year-on-year growth in both revenue and operating profit. Turnover grew in line with expectations from £22,960,000 in 2014 to £25,314,000 in 2015 (10.3%), despite the impact of falling steel prices. The company increased its operating profit from £933,000 in 2014 to £1,334,000 in 2015.

KEY PERFORMANCE INDICATORS:

The directors assess the performance of the business according to the following key performance indicators:

	2015	2014	Measure
Debtor Days	61	64	Average debtor payment days
Stock Turns	41	44	Average days in stock
EBITDA	6.6%	5.3%	Earnings before Interest, Tax, Depreciation and Amortisation as a % of Turnover

A strong lean management philosophy has allowed Unistrut to grow revenue whilst being able to hold lower stock levels. Debtors remain in line with targets and prior years.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company operates in an increasingly competitive market and therefore it is essential that the Company continues to compete successfully. Any reduction in economic growth affecting the construction industry may adversely affect the Company's revenue and margins.

The Company's performance may be affected by fuel and raw material prices, particularly steel. Revenue and margins may be affected by cheap imported products from the Far East.

The company mitigates these principal risks and uncertainties by marketing the value of the brand, maintaining close relationships with key customers and looking into expanding the product portfolio.

The company manages liquidity by monitoring the KPIs referenced above with tight controls on credit and supplier terms and stocking levels.

UNISTRUT EUROPE LIMITED

STRATEGIC REPORT (continued)

The market that the Company operates in sees a high level of bad debts but management consider that the risk is mitigated due to internal controls and strict credit agreements.

FUTURE PROSPECTS

The combined activities of the Company should allow us to see continued growth in 2016 and beyond. The Company continues to invest in opportunities to expand its product range to offer a broader product portfolio supported by its strong branding.

Approved by the Board and signed on its behalf



P Merrick
Director
21 April 2016

UNISTRUT EUROPE LIMITED

DIRECTORS' REPORT

The directors' present their annual report and the audited financial statements of the company for the 52 week period ended 25 September 2015.

DIRECTORS

The directors who held office during the period, and subsequently to the date of this report are given below:

J Williamson
J Mallak
C Jones
P Merrick

GOING CONCERN

The directors have reviewed the financial position of the company, the company's forecasts and considered the uncertainties arising from the economic environment, and have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

RESULTS AND DIVIDENDS

The profit after tax for the period ended 25 September 2015 was £637,000 (2014: £637,000). No dividends can be paid (2014: same). Net Assets increased from £22,890,000 to £23,527,000 due to the profit for the period. A discussion of future prospects is given in the Strategic Report on pages 2 to 3. There are no material post balance sheet events.

AUDITOR

The directors at the date of this report confirm that:


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

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

A resolution for the reappointment of Deloitte LLP as auditor of the company is to be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on their behalf

C Jones
Director
21 April 2016



UNISTRUT EUROPE 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). 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.

UNISTRUT EUROPE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UNISTRUT EUROPE LIMITED

We have audited the financial statements of Unistrut Europe Limited for the 52 week period ended 25 September 2015, which comprise of the Profit & Loss Account, Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 25 September 2015 and of its profit for the 52 week period 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.

UNISTRUT EUROPE LIMITED

INDEPENDENT AUDITOR'S REPORT (continued)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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

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



Scott Bayne FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor
Leeds, United Kingdom

21 April 2016

UNISTRUT EUROPE LIMITED

PROFIT AND LOSS ACCOUNT

For the 52 week period ended 25 September 2015

	Note	52 week period ended 25 September 2015 £'000	52 week period ended 26 September 2014 £'000
Interest Receivable	4	637	637
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	<u>637</u>	<u>637</u>
Taxation on ordinary activities	5	-	-
PROFIT FOR THE PERIOD	9,10	<u><u>637</u></u>	<u><u>637</u></u>

The company has no recognised gains or losses other than the results shown above and therefore no separate statement of total recognised gains and losses has been presented (2014: same).

The accompanying notes are an integral part of the profit and loss account.

All of the results of the period derive from continuing activities.

UNISTRUT EUROPE LIMITED

BALANCE SHEET

As at 25 September 2015

	Note	2015 £'000	2014 £'000
FIXED ASSETS			
Investment in subsidiary	6	12,963	12,963
CURRENT ASSETS			
Debtors	7	10,564	9,927
NET CURRENT ASSETS		<u>10,564</u>	<u>9,927</u>
NET ASSETS		<u><u>23,527</u></u>	<u><u>22,890</u></u>
CAPITAL AND RESERVES			
Called-up share capital	8	345	345
Share premium account	9	26,774	26,774
Other reserves	9	9,068	9,068
Profit and loss account	9	(12,660)	(13,297)
SHAREHOLDERS' FUNDS	10	<u><u>23,527</u></u>	<u><u>22,890</u></u>

The financial statements of Unistrut Europe Limited Company Registration Number 01974598 were approved by the board of directors and authorised for issue on 21 April 2016 and signed on its behalf by:

C. Jones
Director



The accompanying notes are an integral part of this balance sheet.

UNISTRUT EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS **For the 52 week period ended 25 September 2015**

1 ACCOUNTING POLICIES

BASIS OF PREPARATION

The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. A summary of the significant accounting policies is set out below; these have been applied consistently in the current and prior period.

The accounts have been prepared on a going concern basis as set out in the Directors' Report on page 4. The financial statements are drawn up to the close of business on the Friday which is nearest to 30 September, as required by the Company's ultimate parent company.

CASH FLOW STATEMENT AND RELATED PARTY DISCLOSURES

The company is a wholly owned subsidiary of Atkore International Group Inc. and is included in the consolidated financial statements of Atkore International Group Inc., which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1, paragraph 5. The company has taken advantage of the exemption under Financial Reporting Standard 8 not to disclose transactions and balances with other wholly owned group companies.

CONSOLIDATED FINANCIAL STATEMENTS

The company is exempt from preparing group financial statements by virtue of Section 401 of the Companies Act 2006, which states that group financial statements do not have to be prepared on the basis that the company was at the balance sheet date, a wholly owned subsidiary of Atkore International Group Inc., incorporated in the United States of America, and produces group financial statements, for each financial period, that are publicly available.

FIXED ASSET INVESTMENTS

Fixed asset investments are stated at cost less provision for impairment.

TAXATION

Current tax, including 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 balance sheet date.

Deferred taxation is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise, based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in different periods from those in which they are included in the financial statements.

Deferred tax assets are recognised only to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

UNISTRUT EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the 52 week period ended 25 September 2015

2 NET PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The audit fee in both the current and prior period was borne by another group undertaking. This amounted to £2,000 (2014: £2,000).

3 INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The company has no employees (2014: same).

None of the directors received any emoluments for their services to the company in the current period (2014: £nil). It is not practical to allocate their remuneration across all of the companies for which they serve as directors (2014: same).

4 INTEREST RECEIVABLE

	2015 £'000	2014 £'000
Interest receivable from other group undertakings	637	637

5 TAX ON PROFIT ON ORDINARY ACTIVITIES

There was no current or deferred tax charge in the current period or prior period (2014: same).

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit/loss before tax is as follows:

	Period ended 25 September 2015 £'000	Period ended 26 September 2014 £'000
Profit on ordinary activities before taxation	637	637
Tax on profit on ordinary activities at standard UK corporation tax rate of 20.51% (2014: 22.01%)	131	150
Effects of: Group relief not paid for	(131)	(150)
Tax charge	-	-

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NOTES TO THE FINANCIAL STATEMENTS

Period ended 25 September 2015

6 FIXED ASSET INVESTMENTS

	£'000
Cost	
At 26 September 2014 and 25 September 2015	<u>29,410</u>
Provision for diminution in value	
At 26 September 2014 and 25 September 2015	<u>(16,447)</u>
Net book value	
At 25 September 2015	<u>12,963</u>
At 26 September 2014	<u>12,963</u>

At 25 September 2015 the company directly held 100% of the ordinary share capital of Unistrut Limited, a company incorporated in England, whose principal activity is the manufacture of metal framing systems.

7 DEBTORS

	2015 £'000	2014 £'000
Amounts owed by other group undertakings	<u>10,564</u>	<u>9,927</u>

8 CALLED-UP SHARE CAPITAL

	2015 £'000	2014 £'000
Authorised		
18,666,500 ordinary shares of 2.4p each	<u>448</u>	<u>448</u>
Allotted, issued and fully paid		
14,367,019 ordinary shares of 2.4p each	<u>345</u>	<u>345</u>

UNISTRUT EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Period ended 25 September 2015

9 RESERVES

	Share premium account £'000	Other reserves £'000	Profit and Loss account £'000	Total £'000
At 27 September 2014	26,774	9,068	(13,297)	22,545
Profit in the period	-	-	637	637
At 25 September 2015	<u>26,774</u>	<u>9,068</u>	<u>(12,660)</u>	<u>23,182</u>

10 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2015 £'000	2014 £'000
Shareholders' funds		
Profit in the period	637	637
Movement in shareholders funds	<u>637</u>	<u>637</u>
Opening shareholders' funds	22,890	22,253
Closing shareholders' funds	<u>23,527</u>	<u>22,890</u>

11 ULTIMATE PARENT COMPANY

The immediate parent company is Unistrut Holdings Limited, a company registered in England. Copies of the financial statements of Unistrut Holdings Limited are available from Companies House, Crown Way, Cardiff, CF4 3UZ.

The ultimate parent company and only group for which consolidated financial statements are prepared at the balance sheet date is Atkore International Group Inc., a company incorporated in the United States of America. Copies of the consolidated financial statements may be obtained from the Company Secretary, Atkore International Inc., 16100 S. Lathrop Avenue, Harvey, Illinois, 60426, United States.