

BB Investments

Annual Report and Financial Statements

Year Ended

30 September 2018

Company Number 02534721



BB Investments

Company Information

| | |
|----------------------------|---|
| Directors | A Lovallo K Teague |
| Registered number | 02534721 |
| Registered office | Old Mill Lane Low Road Hunslet Leeds LS10 1RB |
| Independent auditor | BDO LLP Central Square 29 Wellington Street Leeds LS1 4DL |

BB Investments

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BB Investments

Strategic Report For the Year Ended 30 September 2018

The directors present their report together with the audited financial statements for the year ended 30 September 2018.

Principal risks and uncertainties

The company's principal activity is the holding of intercompany balances and the principal risk facing the company is the recoverability of these intercompany balances.

Business review

As noted above, the company only holds intercompany balances and thus a business review is not relevant for this company.

Key performance indicators

Due to the nature of the business, key performance indicators are not applicable.

This report was approved by the board on 27th September 2019



K Teague
Director

BB Investments

Directors' Report For the Year Ended 30 September 2018

The directors present their report together with the audited financial statements for the year ended 30 September 2018.

Principal activity

The company's principal activity is the holding of intercompany balances.

Business review

A review of the business and its principal risks and uncertainties is set out in the strategic report on page 1 of these financial statements.

Results and dividends

The profit for the year, after taxation, amounted to \$1,856,000 (2017 - \$1,307,000).

The directors do not recommend the payment of a final dividend (2017 - \$Nil).

Directors

The directors who served during the year were:

A Lovallo
K Teague

The group has made qualifying third party indemnity provisions for the benefit of its directors and officers.

Disclosure of information to auditor

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

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

Auditor

The auditor, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 27th September 2019 and signed on its behalf.



K Teague
Director

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Directors' Responsibilities Statement For the Year Ended 30 September 2018

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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting 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 to 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.

BB Investments

Independent Auditor's Report to the Members of BB Investments

Opinion

We have audited the financial statements of BB Investments ("the company") for the year ended 30 September 2018 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and notes to the financial statements, 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 Financial Reporting Standard 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 state of the company's affairs as at 30 September 2018 and of its profit 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. 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.

BB Investments

Independent Auditor's Report to the Members of BB Investments (continued)

Other information

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

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 this 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 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 and 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.

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Independent Auditor's Report to the Members of BB Investments (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 at 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.

BDO LLP

Mark Langford (Senior statutory auditor)
For and on behalf of BDO LLP, Statutory Auditor
Leeds
United Kingdom

30 SEPTEMBER 2019

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

BB Investments

Statement of Comprehensive Income For the Year Ended 30 September 2018

| | Note | 2018 \$000 | 2017 \$000 |
|--|------|---------------------|---------------------|
| Interest receivable from group undertakings | 6 | 2,258 | 1,652 |
| Foreign exchange gain/(loss) | | 33 | (29) |
| Profit before tax | | <u>2,291</u> | <u>1,623</u> |
| Tax on profit | 7 | (435) | (316) |
| Profit for the financial year | | <u>1,856</u> | <u>1,307</u> |
| Other comprehensive income | | - | - |
| Total comprehensive income for the year | | <u><u>1,856</u></u> | <u><u>1,307</u></u> |

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

BB Investments
Registered number: 02534721

Statement of Financial Position
As at 30 September 2018

| | Note | 2018 \$000 | 2018 \$000 | 2017 \$000 | 2017 \$000 |
|--|------|---------------|---------------|---------------|---------------|
| Current assets | | | | | |
| Debtors: amounts falling due within one year | 8 | 59,803 | | 57,525 | |
| Creditors: amounts falling due within one year | 9 | (1,780) | | (1,358) | |
| | | | | | |
| Net assets | | | 58,023 | | 56,167 |
| Capital and reserves | | | | | |
| Called up share capital | 10 | | 17,926 | | 17,926 |
| Share premium account | 11 | | 9,595 | | 9,595 |
| Profit and loss account | 11 | | 30,502 | | 28,646 |
| Total equity | | | 58,023 | | 56,167 |

The company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

27th September 2019



K Teague
Director

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

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Statement of Changes in Equity For the Year Ended 30 September 2018

| | Called up share capital \$000 | Share premium account \$000 | Profit and loss account \$000 | Total equity \$000 |
|--|--|--------------------------------------|--|-----------------------|
| At 1 October 2017 | 17,926 | 9,595 | 28,646 | 56,167 |
| Comprehensive income for the year | | | | |
| Profit for the year | - | - | 1,856 | 1,856 |
| At 30 September 2018 | 17,926 | 9,595 | 30,502 | 58,023 |

Statement of Changes in Equity For the Year Ended 30 September 2017

| | Called up share capital \$000 | Share premium account \$000 | Profit and loss account \$000 | Total equity \$000 |
|--|--|--------------------------------------|--|-----------------------|
| At 2 October 2016 | 17,926 | 9,595 | 27,339 | 54,860 |
| Comprehensive income for the period | | | | |
| Profit for the period | - | - | 1,307 | 1,307 |
| Total comprehensive income for the period | - | - | 1,307 | 1,307 |
| At 30 September 2017 | 17,926 | 9,595 | 28,646 | 56,167 |

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

BB Investments

Notes to the Financial Statements For the Year Ended 30 September 2018

1. General information

BB Investments is a private unlimited company incorporated in England and Wales under the Companies Act 2006. The address of the registered office is given on the company information page and the nature of the company's operations and its principal activities is disclosed in the strategic report.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 3).

The accounts are expressed in US dollars which is the functional currency of the group of which it is a member.

The following principal accounting policies have been applied:

2.2 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 4 Statement of Financial Position paragraph 4.12(a)(iv);
- 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 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Jupiter Holding I Corp as at 30 September 2018 and these financial statements may be obtained from Apollo Management, 2000, Avenue of the Stars, Suite 510, Los Angeles, CA 90067.

2.3 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

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Notes to the Financial Statements For the Year Ended 30 September 2018

2. Accounting policies (continued)

2.4 Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

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 statement of comprehensive income.

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.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position 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.

2.5 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

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Notes to the Financial Statements For the Year Ended 30 September 2018

2. Accounting policies (continued)

2.6 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is USD.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the statement of comprehensive income.

2.7 Interest income

Interest income is recognised in the statement of comprehensive income using the effective interest method.

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Notes to the Financial Statements For the Year Ended 30 September 2018

2. Accounting policies (continued)

2.8 Current and deferred taxation

Tax is recognised in the statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following judgements:

- Determine whether the amounts owed by group undertakings are recoverable. Factors taken into consideration in reaching such a decision include making an assessment of the financial position, and the forecast future financial position, of these group undertakings, and other group companies.

4. Operating profit

Auditor's remuneration in 2018 and 2017 was borne by another group company. No salaries or wages have been paid to employees during the year. Directors' remuneration was borne by another group company.

5. Employees

The company has no employees other than directors, who did not receive any remuneration (2017 - \$Nil).

BB Investments

Notes to the Financial Statements For the Year Ended 30 September 2018

6. Interest receivable and similar income

| | 2018 \$000 | 2017 \$000 |
|--|---------------|---------------|
| Interest receivable from group companies | 2,258 | 1,652 |

7. Taxation

| | 2018 \$000 | 2017 \$000 |
|-------------------------------------|---------------|---------------|
| Corporation tax | | |
| Current tax on profits for the year | 435 | 316 |
| Total current tax | 435 | 316 |

Factors affecting tax charge for the year

The tax assessed for the year is the same as (2017 - same as) the standard rate of corporation tax in the UK of 19.00% (2017 - 19.50%) as set out below:

| | 2018 \$000 | 2017 \$000 |
|---|---------------|---------------|
| Profit on ordinary activities before tax | 2,291 | 1,623 |
| Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.00% (2017 -19.50%) | 435 | 316 |
| Effects of: | | |
| Total tax charge for the year | 435 | 316 |

8. Debtors

| | 2018 \$000 | 2017 \$000 |
|------------------------------------|---------------|---------------|
| Amounts owed by group undertakings | 59,803 | 57,525 |

BB Investments

Notes to the Financial Statements For the Year Ended 30 September 2018

9. Creditors: Amounts falling due within one year

| | 2018 \$000 | 2017 \$000 |
|------------------------------------|---------------|---------------|
| Amounts owed to group undertakings | 1,312 | 1,037 |
| Corporation tax | 468 | 321 |
| | <u>1,780</u> | <u>1,358</u> |

10. Share capital

| | 2018 \$000 | 2017 \$000 |
|---|---------------|---------------|
| Allotted, called up and fully paid | | |
| 17,926,000 "C" ordinary shares of \$1.00 each | <u>17,926</u> | <u>17,926</u> |

11. Reserves

The company's capital and reserves are as follows:

Share capital

Called up share capital represents the nominal value of the shares issued.

Share premium

The share premium account includes the premium on issue of equity shares, net of any issue costs.

Profit and loss account

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

12. Guarantees and commitments

On 20 January 2010, in connection with a recapitalisation of the company's parent, the company was party to an agreement to grant a fixed and floating charge over all its assets and an assignment over its receivables as security for a \$35,117,646 term loan between Jacuzzi Luxco S.a.r.l. and debt holders, shareholders and the management team of the company's parent.

13. Related party transactions

The company has taken advantage of the exemption allowed under FRS 102 Section 33.1A not to disclose transactions with other members of the group, as this company is included in publicly available consolidated accounts.

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Notes to the Financial Statements For the Year Ended 30 September 2018

14. Ultimate parent undertaking and controlling party

At 30 September 2018 the ultimate parent company, and parent company of the smallest and largest group of which the company is a member and for which group financial statements were prepared, was Jupiter Holding I Corp. a company incorporated in the United States of America. Copies of these group financial statements can be obtained from Apollo Management, 2000, Avenue of the Stars, Suite 510, Los Angeles, CA 90067.

Following post year end acquisition of the group, the new ultimate parent company is Aquarius Invest Holdco LLC, a company incorporated in the United States of America. The new ultimate controlling party is Invest Fund VI. The company was acquired after the financial year ended 30 September 2018. The group financial statements can be obtained from 200 Bellevue Parkway, Suite 210, Wilmington, Delaware 19809, USA.

15. Post balance sheet events

In December 2018, Aquarius Invest Holdco LLC, a company incorporated in the United States of America, acquired the group, making them the new ultimate parent company. The new ultimate controlling party is Invest Fund VI.