# Company Registration No. 2693603

# ARJO HUNTLEIGH INTERNATIONAL LIMITED

Report and Financial Statements

**31 December 2018** 

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# Report and financial statements 2018

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# Officers and professional advisers

### **Directors**

K Ibrahim S S Gill P Lyon

# G A Nix Secretary

K I Ibrahim

# **Registered Office**

ArjoHuntleigh House Houghton Hall Business Park Houghton Regis Dunstable Bedfordshire LU5 5XF

### Bankers

SEB One Carter Lane London EC4V 5 AN

#### **Solicitors**

Gowling WLG Two Snowhill Birmingham B4 6WR

# Strategic Report

The directors present the following report and the audited financial statements for the year ended 31 December 2018.

#### **BUSINESS REVIEW**

The principal activity of the company during the year has been the sale of medical equipment.

The results for the year are set out in the profit and loss account on page 5.

#### KEY PERFORMANCE INDICATORS

Turnover for the year was £4.5m (2017: £3.9m) with a gross profit margin of 6.3% (2017: 0.4%). The increase in the margin was due to improved margins in South Eastern Europe. The company posted an operating loss for the year of £0.9m (Profit 2017: £3.3m). There were 16 employees in 31 December 2018 (2017: 9).

As the company's activities are managed as part of a division of the Arjo Group following the restructuring of the Getinge group. More commentary about strategy and business performance & market trends is available on pages 6 to 36 of Arjo AB Group's 2018 annual report.

#### PRINCIPAL RISKS AND UNCERTAINTIES

Competitive pressure is a continuing risk for the company which could result in it losing sales to key competitors. The company manages this risk by being responsive to customers' needs and maintaining strong relationships with its customers.

The company is exposed to financial risk through its financial assets and liabilities. The key financial risk is that the proceeds from financial assets are not sufficient to fund obligations as they fall due. The most important components of financial risk are interest rate risk, currency risk, credit risk and liquidity risk.

#### Interest-rate risks

Long term borrowing facilities are provided by another group company on fixed interest rates.

### Currency risks

Payments as a result of sales income and expenses for goods sold in foreign currencies cause currency exposure that affects company profits in the event of exchange rate fluctuations. Cash in/(out) flows in major currencies such as Euro and US Dollar are hedged by Arjo AB 'the parent company' to mitigate this risk.

#### Credit risks

The company's principal financial assets are bank balances and cash, trade and other receivables and investments. Commercial credit risks are limited by a diverse, creditworthy customer base. Provision is made for any debtor with doubtful recoverability potential and reflected within operating profit.

The company has no significant concentration of credit risk with exposure spread over a large number of counterparties, customers and countries.

#### Liquidity risk

To maintain liquidity and ensure that sufficient funds are available for ongoing operations and future growth developments the company maintains a strong working capital position and has access to long term and short term debt finance.

Further information about risks and their mitigation thereof is outlined on pages 44, 45, 48 and 49 of Arjo AB Group's 2018 annual report.

Approved by the Board of Directors and signed on behalf of the Board.

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Director

23 September 2019

# **Directors' Report**

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

K Ibrahim

P Lyon

G A Nix

R Bloom (resigned 29 June 2018)

(appointed 29 June 2018) S S Gill

#### **GOING CONCERN**

The strategic report confirms that the directors were satisfied with the company's financial performance for the year ended 31 December 2018, the directors have also concluded that it remains appropriate to prepare the financial statements on a going concern basis.

#### **DIVIDENDS**

Dividends of £Nil (2017: £Nil) were paid out of the current year profit and revenues.

#### **EMPLOYEE POLICY**

The company's policy is to provide equality of employment opportunity, through training, career development and promotion. It supports the employment of disabled people wherever possible, by recruitment and by retraining all those who become disabled during their employment.

Effective communication with all employees is ensured through a variety of different practices such as works and health and safety committees, continual in-house refresher and training courses and periodic briefings by senior managers. These practices ensure that the views of employees are taken into account in making decisions that are likely to affect their interests and that employees are aware of financial and economic factors that affect the performance of the company.

#### HEALTH AND SAFETY AND THE ENVIRONMENT

The company continuously refines its detailed policies and procedures in respect of health and safety and environmental matters. The impact of the business on the environment is taken seriously and the company has in place safeguards to protect the environment from pollution. The company seeks to minimise any disturbance to the local and global environment and the quality of life of local communities. Full details can be found within the Sustainability report on pages 40 to 47 of the 2018 of Arjo AB Group's annual report.

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards, comprising FRS102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice). 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;
- 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

# **Directors' Report (continued)**

### STATEMENT OF DIRECTORS' RESPONSIBILITIES (CONTINUED)

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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

For the financial year in question the company was entitled to exemption under section 479a of the Companies Act 2006 relating to small companies.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved by the Board of Directors and signed on behalf of the Board.

K I Ibrahim Director

23 September 2019

# PROFIT AND LOSS ACCOUNT For the year ended 31 December 2018

		2018 £'000	2017 £'000
	Note	<b>2</b> 000	* 000
TURNOVER	2	4,536	3,889
Cost of sales		(4,251)	(3,872)
GROSS PROFIT		285	17
Administrative expenses		(1,161)	3,425
OPERATING PROFIT /(LOSS)	3	(876)	3,442
Interest receivable and similar income Interest payable and similar charges	4	(68)	(105)
PROFIT/(LOSS) BEFORE TAXATION		(942)	3,340
Tax on (loss)/profit	8	160	(667)
(LOSS) /PROFIT FOR THE FINANCIAL YEAR		(782)	2,673
STATEMENT OF COMPREHENSIV	E INCOME		
		2018 £'000	2017 £'000
(LOSS) /PROFIT FOR THE FINANCIAL YEAR		(782)	2,673
Other comprehensive income		-	-
TOTAL COMPREHENSIVE (EXPENSE)/ INCOME	2	(782)	2,673

All activities derive from continuing activities.

There is no material difference between the loss on ordinary activities before taxation and the loss for the financial year shown above and their historic cost equivalents.

The notes on pages 8 to 16 form part of these financial statements

# BALANCE SHEET As at 31 December 2018

		2018 £'000	2017 £'000
	Note		
FIXED ASSETS Tangible assets	9	3	5
		3	5
CURRENT ASSETS Stock Debtors Cash at bank & in hand	10	2,503 447	2 7,284
CREDITORS: amounts falling due within one year	11	2,950 (3,339)	7,286 (6,895)
NET CURRENT LIABILITIES		(389)	391
NET LIABILITIES		(386)	396
CAPITAL AND RESERVES Called up share capital Profit and loss account	13	(386)	396
TOTAL SHAREHOLDERS' DEFICIT		(386)	396

For the financial year in question the company was entitled to exemption under section 479a of the Companies Act 2006 relating to small companies.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

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

The financial statements on pages 5 to 16 were approved by the Board of Directors on 23 September 2019 and signed on its behalf by:

K I Ibrahim Director

The notes on pages 8 to 16 form part of these financial statements

Company Registration Number: 2693603

# STATEMENT OF CHANGES IN EQUITY

# For the year ended 31 December 2018

	Called up share capital	Profit and loss account	Total shareholders' deficit
	£'000	£'000	£'000
Balance as at 1 January 2017	-	(2,277)	(2,277)
Total comprehensive expense		2,673	. 2,673
Balance as at 31 December 2017		396	396
Balance as at 1 January 2018	-	396	396
Total comprehensive expense		(782)	(782)
Balance as at 31 December 2018		(386)	(386)

### NOTES TO THE FINANCIAL STATEMENTS

# For the year ended 31 December 2018

#### 1. ACCOUNTING POLICIES

#### General information

The principal activity of the company is selling medical equipment to Europe and the rest of the world. The company is incorporated and domiciled in the UK.. The registered address is ArjoHuntleigh House, Houghton Hall Business Park, Houghton Regis, Dunstable.

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

#### Statement of compliance

These financial statements of Arjo Huntleigh International Limited have been prepared in compliance with United Kingdom Accounting Standards, including FRS 102 Section 1A, "The Financial Reporting Standard applicable to the UK and Republic of Ireland" and the Companies Act 2006.

### Basis of preparation

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain assets.

The financial statements are prepared in sterling, which is the functional currency of the company.

For the year ending 31 December 2018 the company was entitled to an exemption under section 479 of the Companies act 2006 relating to subsidiary companies.

#### Going concern

The company has a deed of guarantee in place with its ultimate parent undertaking, Arjo AB, which irrevocably guarantees to provide financial support to the company as may from time to time be necessary to enable the company to perform its business and satisfy its financial obligations as they fall due for the foreseeable future. The directors have assessed the ability of Arjo AB to provide that support and, on that basis, have concluded that the application of the going concern basis of preparation of the financial statements is appropriate.

#### Tangible fixed assets

Fixed assets are shown at cost net of depreciation and any provision for impairment.

Depreciation is provided on the cost of all tangible fixed assets, at a rate calculated to write off the cost, less estimated residual value, of each asset on a straight-line basis over its expected useful life, as follows:

Plant and machinery

- up to a maximum of 10 years

#### NOTES TO THE FINANCIAL STATEMENTS

# For the year ended 31 December 2018

#### 1. ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments

The company has chosen to adopt the Sections 11 and 12 of FRS 102 in respect of financial instruments.

#### i) Financial assets

Basic financial assets including trade and other receivables, cash and bank balances are initially recognised at transaction price, unless the arrangement constitutes a financial transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

#### ii) Financial liabilities

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at market rate of interest.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially cost using the effective at transaction price and subsequently measured at amortised interest rate.

#### Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

#### i) Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

The taxation assets and liabilities of the branch may be reduced wholly or in part by the surrender of losses to or from fellow group undertakings. The tax benefits arising from group relief are recognised in the financial statements of the surrendering or recipient companies, as appropriate.

### NOTES TO THE FINANCIAL STATEMENTS

# For the year ended 31 December 2018

### 1. ACCOUNTING POLICIES (CONTINUED)

#### ii) 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 except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they 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.

Deferred tax assets and liabilities are not discounted.

#### Foreign currency

(i) Functional and presentation currency

The company's financial statements are presented in pound sterling and rounded to thousands.

The Company's functional and presentation currency is the pound sterling.

#### (ii) 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 profit and loss account. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the profit and loss account within 'finance (expense)/income'. All other foreign exchange gains and losses are presented in the profit and loss account within 'Other operating (losses)/gains'.

### Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

a) Critical judgements in applying the entity's accounting policies There were no critical judgements applied during the year

b) Critical accounting estimates and assumptions

There were no critical accounting estimates applied during the year.

### NOTES TO THE FINANCIAL STATEMENTS

# For the year ended 31 December 2018

### 1. ACCOUNTING POLICIES (CONTINUED)

#### Turnover

Income from the sale of goods is recognised at the point at which the goods are despatched and the rights and rewards of ownership are transferred. Turnover is stated net of VAT and other sales-related taxes, and intragroup transactional discounts.

#### Leases

Operating lease income is recognised on a straight-line basis over the period of the lease. Rentals paid under operating leases are charged against income on a straight-line basis over the lease term.

#### Pension costs

For defined contribution schemes the amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown either as accruals or prepayments in the balance sheet.

#### Stocks and work in progress

Stock is stated at the lower of cost and net realisable value.

#### 2. TURNOVER

The company's activities consist solely of the sale of medical equipment to international markets with common risk profiles. These are regarded as a single business segment.

	Analysis of turnover by geography:	2018 £'000	2017 £'000
	Europe	825	850
	Rest of the world	3,711	3,039
		4,536	3,889
3.	OPERATING LOSS	2018 £'000	2017 £'000
	Operating loss is stated after charging		
	Depreciation of owned fixed assets	1	1
	Foreign exchange gain	(153)	(275)
	Operating lease charges	55	3
		<del></del>	

# NOTES TO THE FINANCIAL STATEMENTS

# For the year ended 31 December 2018

# 4. INTEREST PAYABLE AND SIMILAR CHARGES

		2018 £'000	2017 £'000
	Interest payable to group undertakings Bank interest payable	52 16	47 58
		68	105
5.	DIRECTORS' EMOLUMENTS	2018 £'000	2017 £'000
	Directors' remuneration Aggregate emoluments	658	548
		2018 No.	2017 No.
	The number of directors who: Are members of a defined benefit scheme	<u>-</u> -	-
		2018 £'000	2017 £'000
	Remuneration of the highest paid director: Emoluments	292	298
	The accrued pension at 31 December 2018 for the highest paid director of the compe-fully.	any is £nil per a	nnum (2017
6.	STAFF COSTS		
		2018 £'000	2017 £'000
	Wages and salaries Social security costs Other pension costs	888 143 59	616 104 57
		1,090	777

### NOTES TO THE FINANCIAL STATEMENTS

# For the year ended 31 December 2018

#### 6. STAFF COSTS (CONTINUED)

Average monthly number of employees during the year was:

	2018 No.	2017 No.
Sales	11	2
Administration	5	7
	16	9

2010

2015

#### 7. PENSION ARRANGEMENTS

Arjo UK Limited ("the Company") operates a final salary defined benefit scheme called the Arjo UK Pension Scheme ("the Scheme") in relation to certain employees of its predecessor companies.

The Scheme commenced on 2 February 2016 and subsequently received the assets and liabilities in relation to three defined benefit schemes operated by various companies in the UK where Getinge AB was the parent company i.e. prior to the separation of Arjo AB and Getinge AB. It therefore provides benefits in respect of former members of the Huntleigh Technology (1997) Pension Scheme, the Pension and Life Assurance Plan of Arjo Limited, and the Getinge UK Ltd Pension Fund (the "former schemes"). Pension benefits are based on historic length of service and final salary at the date members left or retired from the former schemes.

Under UK regulations, a formal actuarial funding valuation is required to take place every three years. If the valuation shows that the pension scheme is in deficit, contributions to eliminate the deficit will be payable over an agreed period.

The Scheme's assets are held in a trust legally separate from the Company's assets, and do not include any financial instruments issued by, or any property occupied by, the Company.

The pension liabilities shown in the balance sheet are based on a comprehensive actuarial valuation at the balance sheet date.

The total market value of the scheme's assets at 31st December 2018 was £177,808k. The actuarial liability at the same date was valued at £173,233k. This leaves a deficit under full actuarial valuation of £4,575k.

In accordance with FRS 102, the pension scheme liabilities are accounted for in the financial statements of Arjo UK Limited. The movement for the period is split between the Profit and Loss Account and the Statement of Other Comprehensive Income."

The full details of the deficit and assumptions used in the actuarial calculations are included in the financial statements of Arjo UK Limited.

#### 8. TAX ON LOSS ON ORDINARY ACTIVITIES

	2018 £'000	2017 £'000
Current tax United Kingdom corporation tax charge at 19% (2017: 19.25%) based on the profit for the year	-	666
Deferred tax (see note 12) Timing differences, origination and reversal	(160)	1
Tax charge on profit on ordinary activities	(160)	667

# NOTES TO THE FINANCIAL STATEMENTS

# For the year ended 31 December 2018

# 8. TAX ON LOSS ON ORDINARY ACTIVITIES (CONTINUED)

The tax for the year is lower (2017: higher) than the effective rate of corporation tax in the UK for the year ended 31 December 2018 of 19% (2017: 19.25%). The differences are explained below.

	2018 £'000	2017 £'000
Profit/(Loss) before taxation	(942)	3,340
Tax charge /(credit) on profit at standard rate of 19% (2017: 19.25%)	(179)	643
Factors affecting charge for the year: Capital allowances in lieu of fixed assets Effect of rate changes on deferred tax balance Adjustments in respect of prior years	- 19 -	24
Total tax charge for the year	(160)	667

Factors affecting future tax charges

The UK corporation tax rate was reduced to 19% from April 2017. Future changes to UK corporation tax are further reductions to 17% from April 2020.

#### 9. TANGIBLE ASSETS

	Plant and machinery £'000
Cost or valuation	
At 1 January 2018	72
Additions	1
Disposals	(2)
At 31 December 2018	<del>-</del>
Accumulated depreciation	
At 1 January 2018	(67)
Charge for the year	(1)
At 31 December 2018	(68)
Net book value	
At 31 December 2018	3
At 31 December 2017	5

# NOTES TO THE FINANCIAL STATEMENTS

# For the year ended 31 December 2018

#### 10. DEBTORS

	2018	2017
	£'000	£'000
Trade debtors	1,031	34
Amounts owed by group undertakings	1,212	1,535
Other debtors	53	52
Deferred tax (see note 12)	162	2
Prepayments and accrued income	46	5,661
	2,503	7,284

Amounts owed by parent and fellow subsidiary undertakings are unsecured, interest free and repayable on demand.

#### 11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2018	2017
•	£'000	£'000
Bank overdraft	-	3,219
Trade creditors	62	11
Amounts owed to group undertakings	1,940	1,934
Corporation tax	638	633
Other creditors	14	63
Accruals and deferred income	635	1,035
Provisions for liabilities & charges	50	-
	3,339	6,895

Amounts owed to parent and fellow subsidiary undertakings are unsecured, interest free and payable on demand with the exception of two loans of £1,521,073 (2017: £1,522,361) from Arjo AB Treasury for which interest was charged at an effective fixed rate of 3.54% (2017: 3.4%).

# 12. DEFERRED TAXATION

The movement in deferred taxation in the year is as follows:	2018 £'000	2017 £'000
As at 1 January Charged to the profit and loss account	2 160	3 (1)
As at 31 December	162	2
Deferred taxation is comprised as follows:	2018 £'000	2017 £'000
Depreciation in excess of capital allowances Deferred tax on loss for the year	160	(1)
	160	(1)

# NOTES TO THE FINANCIAL STATEMENTS

# For the year ended 31 December 2018

#### 13. CALLED UP SHARE CAPITAL

	2018 £'000	2017 £'000
Authorised 2 (2017: 2) ordinary shares of £1 each	-	
Called up, allotted and fully paid 2 (2017: 2) ordinary shares of £1 each		-

#### 14. OPERATING LEASE ARRANGEMENTS

As at 31 December the company had total commitments for future lease payments under non-cancellable operating leases, expiring as follows:

	2018 £'000	2017 £'000
Within one year	44	19
In the second to fifth years inclusive	52	21
	96	40

#### 15. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

ArjoHuntleigh International Limited is a subsidiary of Huntleigh Healthcare Limited, a company incorporated in UK. The ultimate parent company is Arjo AB, a company incorporated in Sweden.

The smallest and largest group in which the results of the company are consolidated for the year ended 31 December 2018 is that headed by Arjo AB. Copies of the consolidated financial statements of Arjo AB which include the results of the company can be obtained from Arjo AB, Hans Michelsensgatan 10-211 20 Malmo, Sweden.