

Registration number: 03056154

Nortek (UK) Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2016

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Nortek (UK) Limited

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Nortek (UK) Limited

Company Information

Directors	J C F Crawford G D Morgan G E Barnes
Company secretary	J C F Crawford
Registered office	11th Floor The Colmore Building 20 Colmore Circus Queensway Birmingham West Midlands B4 6AT
Auditors	Deloitte LLP London United Kingdom

Nortek (UK) Limited

Strategic Report for the Year Ended 31 December 2016

The Directors present their Strategic Report for the year ended 31 December 2016.

Principal activity

The Company's principal activity is the ownership of its operating subsidiaries, which are engaged in the manufacture, marketing and distribution of cooker hoods, motors, electrical transformers, plastic materials and dies, the design, manufacture, sale, installation and service of air conditioning, air handling, heating and humidification equipment. The directors do not expect any change in this activity in the foreseeable future.

Fair review of the business

The operating loss for the year ended 31 December 2016 was £18,656,231 (year ended 31 December 2015: loss of £8,784,000). The retained loss for the year ended 31 December 2016 was £21,255,810 (year ended 31 December 2015: loss of £9,249,000).

The Company considers its key performance indicators to be in line with those of Melrose Industries PLC as disclosed in the Strategic Report of the 2016 Annual Report.

Principal risks and uncertainties

The Company considers its principal risks and uncertainties to be in line with those of Melrose Industries PLC as disclosed in the Performance Review section of the 2016 Annual Report.

Financial risk management

The Company's activities expose it to a number of financial risks including credit risk and liquidity risk.

Principal risks

Credit risk

The Company's principal financial assets are bank balances.

The credit risk on funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Liquidity risk

To maintain liquidity and ensure that sufficient funds are available for ongoing operations and future developments, the Company ensures regular communication with other Group companies.

Nortek (UK) Limited

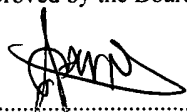
Strategic Report for the Year Ended 31 December 2016

Going concern

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements.

Further details regarding the adoption of the going concern basis can be found in the Statement of accounting policies in the financial statements.

Approved by the Board on 25 September 2017 and signed on its behalf by:



.....
G E Barnes
Director

Nortek (UK) Limited

Directors Report for the Year Ended 31 December 2016

The Directors present their report and the financial statements for the year ended 31 December 2016. An indication of likely future developments in the business of the Company is included in the Strategic Report. Information on financial risk management and going concern are also included in the Strategic Report.

Directors of the Company

The directors who held office during the year were as follows:

J C F Crawford - Company secretary and director (appointed 12 September 2016)

G D Morgan (appointed 12 September 2016)

G E Barnes (appointed 3 October 2016)

K W Donnelly (resigned 12 September 2016)

M W Hughes - Director (resigned 12 September 2016)

No director had a beneficial interest in the share capital of the Company or any of its subsidiaries, except for the fact that each Director held shares and/or options over shares in Melrose Industries PLC, the ultimate parent company and controlling party, and therefore had an indirect beneficial interest in the Company.

Dividends

The Directors do not recommend the payment of a final dividend in respect of the financial year ended 31 December 2016 (year ended 31 December 2015: £nil).

Important non adjusting events after the financial period

On 10 August 2017 the Company disposed of its investment in Best SpA to Electrolux A.G. for cash consideration of €11,341,000. The investment had a carrying value of £nil for the year ended 31 December 2016.

On 31 July 2017 the Company restructured its US dollar denominated loan note due to Nortek Inc into a \$70,000,000 revolving credit facility. The coupon rate on the revolving credit facility is payable annually at a rate of 12 month LIBOR plus 2%. The revolving credit facility is set to expire on 5 July 2021, at which point all remaining borrowings, including accrued interest, become payable.

Directors liabilities

The ultimate parent undertaking has indemnified one or more Directors of the Company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision was in force throughout the year and at the date of this report.

Disclosure of information to the auditors

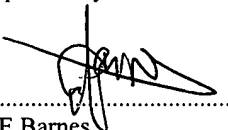
Each Director has taken steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information. The Directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

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

Nortek (UK) Limited

Directors Report for the Year Ended 31 December 2016

Approved by the Board on 25 September 2017 and signed on its behalf by:


.....
G E Barnes
Director

Nortek (UK) Limited

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 elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). 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 apply them consistently;
- make judgements 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.

Nortek (UK) Limited

Independent Auditor's Report to the members of Nortek (UK) Limited

We have audited the financial statements of Nortek (UK) Limited for the year ended 31 December 2016, set out on pages 9 to 26. 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), including FRS 101 'Reduced Disclosure Framework'.

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 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 Statement of Directors' Responsibilities (set out on page 6), 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 (APB's) Ethical Standards for Auditors to the financial statements.

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 the implications for our report.

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

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 any material misstatements in the Strategic Report and the Directors' Report.

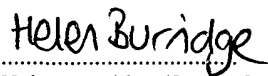
Nortek (UK) Limited

Independent Auditor's Report to the members of Nortek (UK) Limited

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



Helen Burridge (Senior Statutory Auditor)
For and on behalf of Deloitte LLP, Statutory Auditor

London
United Kingdom

25 September 2017

Nortek (UK) Limited

Profit and Loss Account for the Year Ended 31 December 2016

	Note	2016 £ 000	2015 £ 000
Administrative expenses		(7,918)	(2,243)
Exceptional operating items	4	<u>(10,738)</u>	<u>(6,541)</u>
Operating loss	5	(18,656)	(8,784)
Income from shares in group undertakings		-	1,250
Interest receivable and similar income	7	2	12
Interest payable and similar charges	8	<u>(2,602)</u>	<u>(1,727)</u>
Loss before tax		(21,256)	(9,249)
Tax on loss on ordinary activities	11	<u>-</u>	<u>-</u>
Loss for the year		<u><u>(21,256)</u></u>	<u><u>(9,249)</u></u>

The above results were derived from continuing operations.

Nortek (UK) Limited

Statement of Comprehensive Income for the Year Ended 31 December 2016

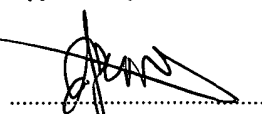
	2016 £ 000	2015 £ 000
Loss for the year	<u>(21,256)</u>	<u>(9,249)</u>
Total comprehensive income for the year	<u><u>(21,256)</u></u>	<u><u>(9,249)</u></u>

Nortek (UK) Limited

(Registration number: 03056154)
Balance Sheet as at 31 December 2016

	Note	2016 £ 000	2015 £ 000
Fixed assets			
Investments	12	41,515	46,236
Current assets			
Trade and other receivables	13	-	8,468
Cash at bank and in hand		461	-
		<u>461</u>	<u>8,468</u>
Creditors: Amounts falling due within one year			
Trade and other payables	14	<u>(777)</u>	<u>(2,944)</u>
Net current (liabilities)/assets		<u>(316)</u>	<u>5,524</u>
Total assets less current liabilities		<u>41,199</u>	<u>51,760</u>
Creditors: Amounts falling due after more than one year			
Trade and other payables	15	<u>(44,434)</u>	<u>(43,160)</u>
Creditors: Amounts falling due after more than one year		<u>(44,434)</u>	<u>(43,160)</u>
Net (liabilities)/assets		<u>(3,235)</u>	<u>8,600</u>
Capital and reserves			
Called up share capital	16	25,146	16,542
Additional paid-in capital		117,402	116,585
Profit and loss account		<u>(145,783)</u>	<u>(124,527)</u>
Shareholders' (deficit)/funds		<u>(3,235)</u>	<u>8,600</u>

Approved by the Board on 25 September 2017 and signed on its behalf by:



G E Barnes
Director

Nortek (UK) Limited

Statement of Changes in Equity for the Year Ended 31 December 2016

	Share capital £ 000	Additional paid-in capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2015	16,542	95,811	(115,278)	(2,925)
Loss for the year	-	-	(9,249)	(9,249)
Total comprehensive income	-	-	(9,249)	(9,249)
Capital contributions	-	20,774	-	20,774
At 31 December 2015	16,542	116,585	(124,527)	8,600

	Share capital £ 000	Additional paid-in capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2016	16,542	116,585	(124,527)	8,600
Loss for the year	-	-	(21,256)	(21,256)
Total comprehensive income	-	-	(21,256)	(21,256)
Capital contributions	8,604	817	-	9,421
At 31 December 2016	25,146	117,402	(145,783)	(3,235)

Nortek (UK) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

1 General information

The Company is a private company limited by share capital incorporated in England & Wales under the Companies Act. The nature of the Company's operations and its principal activity are set out in the Strategic Report.

The address of its registered office is:

11th Floor
The Colmore Building
20 Colmore Circus Queensway
Birmingham
West Midlands
B4 6AT

These financial statements were authorised for issue by the Board on 25 September 2017.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied, unless otherwise stated.

Basis of preparation

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. Accordingly, these financial statements were prepared in accordance with FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

This is the first year that the Company has presented its financial statements under FRS 101 (Financial Reporting Standard 101) issued by the Financial Reporting Council. The following disclosures are required in the year of transition. The last financial statements under a previous GAAP (FRS 102) were for the year ended 31 December 2015 and the date of transition to FRS 101 was therefore 1 January 2015.

The transition from FRS 102 to FRS 101 has had no significant effect on the Balance Sheet at either 1 January 2015 or 31 December 2015, or on the Profit and Loss Account for the year ended 31 December 2015.

The financial statements have been prepared on the historical cost basis, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

Nortek (UK) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

2 Accounting policies (continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2, leasing transactions that are within the scope of IAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Summary of disclosure exemptions

As permitted by FRS 101 and where relevant, the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash-flow statement, standards not yet effective, impairment of assets and related party transactions. Where required, equivalent disclosures are given in the group accounts of Melrose Industries PLC, which are available to the public and can be obtained from 11th Floor, The Colmore Building, 20 Colmore Circus Queensway, Birmingham, West Midlands, B4 6AT.

Going concern

The financial statements have been prepared on a going concern basis.

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report. The Strategic Report describes the Company's objectives, policies and processes for managing its principal risks, including liquidity risk. The Company's forecasts and projections, including consideration of the availability of finance, show that the Company should be able to continue to operate for the foreseeable future.

After making enquiries and considering the above facts, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Exemption from preparing group accounts

These financial statements are separate financial statements. The Company is exempt from the preparation of consolidated financial statements, because it is included in the group accounts of Melrose Industries PLC.

Exceptional operating items

Exceptional operating items are those items of a significant and non-recurring nature or those associated with significant restructuring programmes, acquisitions or disposals, which warrant separate additional disclosure in the financial statements in order to fully understand the underlying performance of the Company.

Nortek (UK) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

2 Accounting policies (continued)

Adoption of new and revised Standards

The Company has adopted all mandatory standards, interpretations and amendments that have become effective with effect from 1 January 2016. None of the standards, interpretations and amendments that are effective for the first time have had a material effect on the financial statements.

Finance income and costs policy

Finance income

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Finance costs

Where financial liabilities are measured at amortised cost using the effective interest method, interest expense is recognised on an effective yield basis in profit or loss within finance costs.

Foreign currency transactions and balances

The financial statements are presented in pounds sterling, which is the currency of the primary economic environment in which the Company operates (its functional currency).

Transactions in currencies other than the functional currency are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise except for exchange differences on transactions entered into to hedge certain foreign currency risks.

Tax

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current tax, including UK 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. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Investments

Investments in subsidiaries are stated at cost less provision for impairment. Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably).

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Nortek (UK) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

2 Accounting policies (continued)

Trade payables

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 (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Impairment of non-financial assets

At each balance sheet date, the Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Financial assets and liabilities

Classification

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Nortek (UK) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

2 Accounting policies (continued)

Recognition and measurement

All financial assets are recognised and derecognised on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

Financial assets are classified into the following specified categories: financial assets 'at fair value through profit or loss' (FVTPL), 'held-to-maturity' investments, 'available-for-sale' (AFS) financial assets and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

Loans and receivables

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Nortek (UK) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

2 Accounting policies (continued)

Impairment

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Company's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment is the differences between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

With the exception of AFS equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Nortek (UK) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

2 Accounting policies (continued)

Financial liabilities

Classification

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

Recognition and measurement

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

3 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements, including those involving key sources of estimation uncertainty, that the Directors have made in the process of applying the Company's accounting policies. These have the most significant effect on the amounts recognised in the financial statements or have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Nortek (UK) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

3 Critical accounting judgements and key sources of estimation uncertainty (continued)

Impairment of non-current assets, including investments in subsidiaries

Non-current assets are tested for impairment whenever events or circumstances indicate that their carrying amounts might be impaired. Such events and circumstances would include the effects of restructuring initiated by management.

Where such events and circumstances are identified, to determine whether non-current assets are impaired requires an estimation of the asset's recoverable amount. Management use their judgement in estimating the recoverable amount of each asset, which may be based upon the asset's value in use or its fair value less costs to sell. Where applicable, the value in use calculation requires management to estimate the future cash flows expected to arise from the asset and a suitable discount rate in order to calculate the net present value. Such calculations require judgement relating to the appropriate discount factors and long-term growth prevalent in a particular market as well as short and medium term business plans. Management draw upon experience as well as external resources in making these judgements.

Effective interest rate

The choice of an effective interest rate requires judgement as to the rate which the company could have obtained in the market.

4 Exceptional operating items

Included within operating loss are the following items of a significant and non-recurring nature which warrant separate disclosure in the financial statements in order to fully understand the underlying performance of the Company.

	2016 £ 000	2015 £ 000
Provision for impairment losses on investment	(10,738)	(6,541)

In 2016, the Company recorded a provision for impairment losses of £10,738,000 against the Company's investment in Best SPA, Eaton-Williams Group Limited and Ambi-Rad Group Limited.

5 Operating loss

The operating loss is stated after charging/(crediting):

	2016 £ 000	2015 £ 000
Foreign exchange losses	8,490	2,221

6 Auditors' remuneration

The fees payable to the Company's auditor for the audit of the financial statements of £2,000 (year ended 31 December 2015: £10,000) were borne by a fellow Group undertaking.

Nortek (UK) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

7 Interest receivable and similar income

	2016 £ 000	2015 £ 000
Interest on loans to Group undertakings	<u>2</u>	<u>12</u>

8 Interest payable and similar charges

	2016 £ 000	2015 £ 000
Interest on loans from Group undertakings	1,765	1,727
Other finance costs	<u>837</u>	<u>-</u>
	<u>2,602</u>	<u>1,727</u>

Other finance costs of £837,000 (2105: £nil) relate to the recycling of fair value adjustments to intercompany loan notes arising from capital repayments made during the year.

9 Particulars of employees

The Company did not have any employees in the current year or the prior year.

10 Directors' remuneration

The Directors received no remuneration for their services to the Company during the year (year ended 31 December 2015: £nil). The Directors of the Company who served during the year were also Directors of a number of the companies within the Group and as such remuneration of directors is borne by a fellow company.

Nortek (UK) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

11 Income tax

Tax charged/(credited) in the income statement

	2016 £ 000	2015 £ 000
Total current income tax	-	-
Tax charge/(credit) in the income statement	-	-

The tax on loss before tax for the year is higher than the standard rate of corporation tax in the UK (2015: higher than the standard rate of corporation tax in the UK) of 20% (2015: 20.25%).

The differences are reconciled below:

	2016 £ 000	2015 £ 000
Loss before tax	(21,256)	(9,249)
Corporation tax at standard rate	(4,251)	(1,873)
Non-taxable income	(52)	(196)
Expenses not deductible in determining taxable profit	2,312	1,325
Change in unrecognised deferred tax assets	1,991	744
Total tax charge/(credit)	-	-

A further change to the main rate of UK corporation tax was enacted in the Finance Act 2016. The UK corporation tax rate will reduce to 19% from 1 April 2017 with a further reduction to 17% from 1 April 2020. These changes have had no impact on these financial statements.

Changes to the UK loss utilisation and interest deduction rules have been proposed and will take effect on 1 April 2017. These changes have not yet been substantively enacted, so the effect of these changes has not been recognised within these financial statements. These changes are likely to have no impact on these financial statements.

Due to the uncertainty of future profits, the company has not recognised a deferred tax asset of £3,864,000 (2015: £1,853,000) in respect of losses and other temporary differences. The amounts not recognised are based on a corporation tax rate of 20%.

Nortek (UK) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

12 Investments

Subsidiaries	£ 000
Cost or valuation	
At 1 January 2015	149,398
Additions	<u>6,560</u>
At 31 December 2015	<u>155,958</u>
At 1 January 2016	155,958
Additions	<u>6,017</u>
At 31 December 2016	<u>161,975</u>
Provision for impairment	
At 1 January 2015	103,181
Provision created	<u>6,541</u>
At 31 December 2015	<u>109,722</u>
At 1 January 2016	109,722
Provision created	<u>10,738</u>
At 31 December 2016	<u>120,460</u>
Carrying amount	
At 31 December 2016	<u><u>41,515</u></u>
At 31 December 2015	<u><u>46,236</u></u>
At 1 January 2015	<u><u>46,217</u></u>

During 2016, the Company recorded a provision for impairment losses of £6,017,000 (2015: £6,541,000) against the Company's investment in Best SPA and Eaton-Williams Group Limited. Both investments had previously been determined to be fully impaired in prior years.

Following a review of the projected operating cash flows of the Ambi-Rad Group Ltd the Company recorded a provision for impairment loss of £4,721,000 (2015: £nil).

Nortek (UK) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

12 Investments (continued)

Details of the subsidiaries as at 31 December 2016 and 31 December 2015 are as follows:

Name of subsidiary	Principal activity	Country of incorporation and principal place of business	Proportion of ownership interest and voting rights held	
			2016	2015
Linear HK, LLC*	Holding company	Suite 175, Atlanta, Georgia, 30337, USA	100%	100%
Ambi-Rad Group Ltd*	Holding company	The Colmore Building, Birmingham, United Kingdom	100%	100%
Eaton-Williams Holdings Ltd*	Holding company	The Colmore Building, Birmingham, United Kingdom	100%	100%
Nortek Global HVAC France SAS*	Engineering	Les Echets, 01706 Miribel Cedex, Lyon, France	100%	100%
Nortek Global HVAC Belgium NV*	Engineering	Jean en Mauritis Sabbestraat 130A, Menen, Belgium	100%	100%
Best S.P.A.*	Engineering	60043 Cerreto d'Esi, Ancona, Italy	100%	100%
Nortek Global HVAC (UK) Ltd	Engineering	The Colmore Building, Birmingham, United Kingdom	100%	100%
Eaton-Williams Ltd	Dormant	The Colmore Building, Birmingham, United Kingdom	100%	100%
Reznor (UK) Ltd	Dormant	The Colmore Building, Birmingham, United Kingdom	100%	100%
Eaton-Williams Group Ltd	Engineering	The Colmore Building, Birmingham, United Kingdom	100%	100%
Eaton-Williams (Millbank) Ltd	Dormant	The Colmore Building, Birmingham, United Kingdom	100%	100%
Eaton-Williams Service Ltd	Dormant	The Colmore Building, Birmingham, United Kingdom	100%	100%
Precision Air Control Ltd	Dormant	The Colmore Building, Birmingham, United Kingdom	100%	100%
Eaton-Williams Exports Ltd	Dormant	The Colmore Building, Birmingham, United Kingdom	100%	100%
Edenaire Ltd	Dormant	The Colmore Building, Birmingham, United Kingdom	100%	100%

Nortek (UK) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

12 Investments (continued)

Vapac Humidity Control Ltd	Dormant	The Colmore Building, Birmingham, United Kingdom	100%	100%
Eaton-Williams Products Ltd	Dormant	The Colmore Building, Birmingham, United Kingdom	100%	100%
Best Deutschland GmbH	Engineering	Konead-Adenauer Strabe 13, 50996, Koln, Germany	100%	100%
Best Poland S.p.zo.o	Engineering	Zabrze, Silesia, Poland	100%	100%

* owned directly by the Company

All holdings relate to Ordinary Shares unless otherwise stated.

13 Trade and other receivables

	2016 £ 000	2015 £ 000
Receivables from Group undertakings	-	8,468

14 Trade and other payables - amounts falling due within one year

	2016 £ 000	2015 £ 000
Amounts due to Group undertakings	777	2,944

15 Trade and other payables - amounts falling due after more than one year

	2016 £ 000	2015 £ 000
Amounts due to Group undertakings	44,434	43,160

To fund acquisitions, Nortek Inc provided the Company with a US dollar denominated loan note. The remaining balance of \$58,760,000 bears interest payable at 2% and is due 30 April 2023. At 31 December 2016 the translated long-term balance of this note is approximately £42,980,000 (2015: £41,892,000).

Nortek Global HVAC France S.A.S has provided Euro denominated notes in the amount of €1,146,929 and €500,000 which bear interest payable annually at 5% and which are due 2 September 2019 and 25 June 2020, respectively. At 31 December 2015 the translated long-term balance of these notes are approximately £1,010,000 and £444,000 respectively (2015: £881,000 and £387,000).

Nortek (UK) Limited

Notes to the Financial Statements for the Year Ended 31 December 2016

16 Share capital

Allotted, called up and fully paid shares

	2016		2015	
	Number	£ 000	Number	£ 000
Ordinary shares of £1 each	<u>25,146,033</u>	<u>25,146</u>	<u>16,542,208</u>	<u>16,542</u>

Of the 25,146,033 ordinary £1 shares, 8,603,825 were allotted but not issued on 31 December 2016.

17 Controlling party

The Company's immediate parent company is Nortek Holding B.V., a company incorporated in The Netherlands.

The ultimate parent company and controlling party is Melrose Industries PLC, a company incorporated in England & Wales.

The parent of the smallest and largest group in which these financial statements are consolidated is Melrose Industries PLC, incorporated in England & Wales.

Consolidated financial statements are available from:

11th Floor, The Colmore Building, 20 Colmore Circus Queensway, Birmingham, West Midlands, B4 6AT.

18 Subsequent events

On 10 August 2017 the Company disposed of its investment in Best SpA to Electrolux A.G. for cash consideration of €11,341,000. The investment had a carrying value of £nil for the year ended 31 December 2016.

On 31 July 2017 the Company restructured its US dollar denominated loan note due to Nortek Inc into a \$70,000,000 revolving credit facility. The coupon rate on the revolving credit facility is payable annually at a rate of 12 month LIBOR plus 2%. The revolving credit facility is set to expire on 5 July 2021, at which point all remaining borrowings, including accrued interest, become payable.