Rosen (UK) Limited

Report and Financial Statements

31 December 2018

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Rosen (UK) Limited Company Information

Directors

M Nesbitt

R Palmer-Jones

C A Riley (appointed 1 January 2018)

Secretary

C A Riley

Auditors

Bell Anderson Limited

Lindum

264-266 Durham Road

Gateshead

Tyne & Wear

NE8 4JR

Registered office

Floor 2, Q5 Quorum Business Park Newcastle upon Tyne Tyne and Wear NE12 8BS

Registered number

03156874

Rosen (UK) Limited

Registered number:

03156874

Directors' Report

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

Principal activities

The company's principal activity during the year continued to be the provision of engineering consultancy services.

Directors

The following persons served as directors during the year:

M Nesbitt

R Palmer-Jones

C A Riley (appointed 1 January 2018)

Directors' responsibilities

The directors are responsible for preparing the report and 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 (Financial Reporting Standard 102 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 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;
- 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.

Disclosure of information to auditors

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Each person who was a director at the time this report was approved confirms that:

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

This report was approved by the board on 20 August 2019 and signed on its behalf.

M Nesbitt

Director

Rosen (UK) Limited Strategic Report

Business Review

Key financial and other indicators between this financial year and last year are as follows:

	2018	2017
	£	£
Turnover	13,331,447	11,171,123
Gross Profit	5,407,470	4,896,655
Shareholders' funds	1,058,704	1,152,723

The Directors are satisfied with the results for the year, in particular they are pleased to report an increase in turnover of 20% despite operating in a volatile oil and gas market.

To support its long-term growth strategy, the Company continues to recruit specialist staff and to make substantial investment in a testing facility. The Directors consider these investments will ultimately result in further growth and profitability, although they have resulted in a reduced operating profit compard to previous years.

The relative financial strength gained from the implementation of these strategies has resulted in the Company being in a strong position to develop new markets and take advantage of new business opportunities. The Directors will continue to monitor and review the Company's commercial and financial performance to ensure planned growth and budget targets are achieved during 2019.

Risk and Uncertainties

Whilst the Directors are satisfied with the current position of the Company, they acknowledge the external risk to their business of uncertainty in the oil price which results in reduced spend by the industry.

The Company is addressing this risk by investing in new systems and processes to ensure the continued development of the business.

The Company maintains sufficient funds within its working capital to manage liquidity and support both ongoing operations and planned expansion.

This report was approved by the board on 20 August 2019 and signed on its behalf.

M Nesbitt Director

Rosen (UK) Limited Independent auditor's report to the members of Rosen (UK) Limited

Opinion

We have audited the financial statements of Rosen (UK) Limited for the year ended 31 December 2018 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows 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 FRS 102 'The Financial Reporting Standard applicable in the UK and the 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 31 December 2018 and of its loss for the year then ended:
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis of 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.

Other information

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

Rosen (UK) Limited Independent auditor's report to the members of Rosen (UK) Limited

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 or the 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; or

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 on the Financial Reporting Council's website at 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.

Michael Anderson BA, FCA (Senior Statutory Auditor) for and on behalf of Bell Anderson Limited

Accountants and Statutory Auditors

20 August 2019

Lindum 264-266 Durham Road Gateshead Tyne & Wear NE8 4JR

Rosen (UK) Limited Income Statement for the year ended 31 December 2018

	Notes	2018 £	2017 £
Turnover	2	13,331,447	11,171,123
Cost of sales		(7,923,977)	(6,274,468)
Gross profit		5,407,470	4,896,655
Administrative expenses		(5,553,671)	(4,985,381)
Operating loss	3	(146,201)	(88,726)
Loss on sale of fixed assets Interest receivable Interest payable	6	(794) - (32,589)	(3,017) 7 (17,674)
Loss on ordinary activities before taxation		(179,584)	(109,410)
Tax on loss on ordinary activities	7	85,565	(29,723)
Loss for the financial year		(94,019)	(139,133)

Rosen (UK) Limited Statement of comprehensive income for the year ended 31 December 2018

·	Notes	2018 £	2017 £
Loss for the financial year		(94,019)	(139,133)
Other comprehensive income			
Total comprehensive income for the year		(94,019)	(139,133)

Rosen (UK) Limited Statement of Financial Position as at 31 December 2018

	Notes		2018 £		2017 £
Fixed assets			~		~
Tangible assets	8		963,952		831,732
Current assets					
Accrued income	9	533,811		823,991	
Debtors	10	3,126,322		2,876,968	
Cash at bank and in hand		401,932		418,726	
		4,062,065		4,119,685	
Creditors: amounts falling du	e		•		
within one year	11	(1,829,555)		(2,773,930)	~
Net current assets			2,232,510		1,345,755
Total assets less current		-	<u> </u>	-	
liabilities			3,196,462		2,177,487
Creditors: amounts falling due	e				
after more than one year	- 12		(2,137,758)		(1,005,387)
Provisions for liabilities					
Deferred taxation	14		-		(19,377)
Net assets		_	1,058,704	-	1,152,723
Capital and reserves					
Called up share capital	15		16,500	,	16,500
Share premium	16		16,875		16,875
Profit and loss account	17		1,025,329		1,119,348
Total equity		<u>-</u>	1,058,704	- -	1,152,723

C A Riley ACMA

Director

Approved by the board on 20 August 2019

Rosen (UK) Limited Statement of Changes in Equity for the year ended 31 December 2018

	Share capital	Share premium	Profit and loss account	Total
	£	£	£	£
At 1 January 2017	16,500	16,875	1,258,481	1,291,856
Loss for the financial year			(139,133)	(139,133)
At 31 December 2017	16,500	16,875	1,119,348	1,152,723
At 1 January 2018	16,500	16,875	1,119,348	1,152,723
Loss for the financial year			(94,019)	(94,019)
_				
At 31 December 2018	16,500	16,875	1,025,329	1,058,704

Rosen (UK) Limited Statement of Cash Flows for the year ended 31 December 2018

	Notes	2018	2017
Operating activities		£	£
Loss for the financial year		(94,019)	(139,133)
Adjustments for:			
Loss on sale of fixed assets		794	3,017
Interest receivable		-	(7)
Interest payable		32,589	17,674
Tax on loss on ordinary activities		(85,565)	29,723
Depreciation		339,694	253,838
Decrease/(increase) in stocks		290,180	(252,227)
Increase in debtors		(183,168)	(619,804)
Increase in creditors		1,300	1,558,590
·		301,805	851,671
Interest received		-	7
Interest paid		(25,324)	(14,124)
Interest element of finance lease payments		(7,265)	(3,550)
Corporation tax paid		2	-
Cash generated by operating activities		269,218	834,004
Investing activities			
Payments to acquire tangible fixed assets		(190,773)	(639,234)
Proceeds from sale of tangible fixed assets		360	1,451
Cash used in investing activities		(190,413)	(637,783)
Financing activities			
Capital element of finance lease payments		(95,599)	(65,515)
Cash used in financing activities		(95,599)	(65,515)
Net cash (used)/generated			
Cash generated by operating activities		269,218	834,004
Cash used in investing activities		(190,413)	(637,783)
Cash used in financing activities		(95,599)	(65,515)
Net cash (used)/generated		(16,794)	130,706
The cash (acces) Benefation		(10,771)	130,700
Cash and cash equivalents at 1 January		418,726	288,020
Cash and cash equivalents at 31 December		401,932	418,726
Cash and cash equivalents comprise:			
Cash at bank		401,932	418,726

1 Summary of significant accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Turnover

Turnover is measured at the fair value of the consideration received or receivable, net of discounts and value added taxes. Turnover includes revenue earned from the sale of goods and from the rendering of services. Turnover from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have transferred to the buyer. Turnover from the rendering of services is recognised by reference to the stage of completion of the contract. The stage of completion of a contract is measured by comparing the costs incurred for work performed to date to the total estimated contract costs.

Tangible fixed assets

Tangible fixed assets are measured at cost less accumulative depreciation and any accumulative impairment losses. Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life, as follows:

Freehold buildings Leasehold land and buildings Plant and machinery over 50 years over the lease term over 1,3,4 and 5 years

Debtors

Short term debtors are measured at transaction price (which is usually the invoice price), less any impairment losses for bad and doubtful debts. Loans and other financial assets are initially recognised at transaction price including any transaction costs and subsequently measured at amortised cost determined using the effective interest method, less any impairment losses for bad and doubtful debts.

Creditors

Short term creditors are measured at transaction price (which is usually the invoice price). Loans and other financial liabilities are initially recognised at transaction price net of any transaction costs and subsequently measured at amortised cost determined using the effective interest method.

Taxation

A current tax liability is recognised for the tax payable on the taxable profit of the current and past periods. A current tax asset is recognised in respect of a tax loss that can be carried back to recover tax paid in a previous period. Deferred tax is recognised in respect of all timing differences between the recognition of income and expenses in the financial statements and their inclusion in tax assessments. Unrelieved tax losses and other deferred tax assets are recognised only to the extent that 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 the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference, except for revalued land and investment property where the tax rate that applies to the sale of the asset is used. Current and deferred tax assets and liabilities are not discounted.

Provisions

Provisions (ie liabilities of uncertain timing or amount) are recognised when there is an obligation at the reporting date as a result of a past event, it is probable that economic benefit will be transferred to settle the obligation and the amount of the obligation can be estimated reliably.

Foreign currency translation

Transactions in foreign currencies are initially recognised at the rate of exchange ruling at the date of the transaction.

At the end of each reporting period foreign currency monetary items are translated at the closing rate of exchange. Non-monetary items that are measured at historical cost are translated at the rate ruling at the date of the transaction. All differences are charged to profit or loss.

Leased assets

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership. All other leases are classified as operating leases. The rights of use and obligations under finance leases are initially recognised as assets and liabilities at amounts equal to the fair value of the leased assets or, if lower, the present value of the minimum lease payments. Minimum lease payments are apportioned between the finance charge and the reduction in the outstanding liability using the effective interest rate method. The finance charge is allocated to each period during the lease so as to produce a constant periodic rate of interest on the remaining balance of the liability. Leased assets are depreciated in accordance with the company's policy for tangible fixed assets. If there is no reasonable certainty that ownership will be obtained at the end of the lease term, the asset is depreciated over the lower of the lease term and its useful life. Operating lease payments are recognised as an expense on a straight line basis over the lease term.

Pensions

Contributions to defined contribution plans are expensed in the period to which they relate.

Research and development

Expenditure on research and development is charged to the income statement in the year in which it is incurred with the exception of:

•amounts recoverable from third parties; and

•expenditure incurred in respect of the development of major new products where the outcome of those projects is assessed as being reasonably certain as regards viability and technical feasibility. Such expenditure is capitalised and amortised straight line over the estimated period of sale for each product, commencing in the year that sales of the product are first made.

2	Analysis of turnover	2018	2017
		£	£
	Sale of goods	13,331,447	11,171,123
	By geographical market:		
	UK	3,176,584	2,788,150
	Europe	2,015,630	5,233,451
	Rest of world	8,139,233	3,149,522
		13,331,447	11,171,123
3	Operating profit	2018	2017
	1	£	£
	This is stated after charging:		
	Depreciation of owned fixed assets	229,416	191,423
	Depreciation of assets held under finance leases and hire purchase	•	
	contracts	110,278	62,415
	Operating lease rentals - land and buildings	332,052	326,510
	Auditors' remuneration for audit services	5,750	5,500
	Auditors' remuneration for other services	850	750

4	Directors' emoluments	2018	2017
		£	£
	Emoluments	204 022	212 160
	Company contributions to defined contribution pension plans	294,033 28,695	213,169 46,030
	company commended to action continues policion plant	322,728	259,199
	were the second		
	Highest paid director: Emoluments	126,072	120,000
	Company contributions to defined contribution pension plans	13,195	12,000
		139,267	132,000
		137,201	132,000
	Number of directors to whom retirement benefits accrued:	2018	2017
	number of directors to whom retirement benefits accrucu.	Number	Number
		1,4411501	114
	Defined contribution plans	3	2
5	Staff costs	2018	2017
		£	£
	Wages and salaries	2,947,820	2,605,551
	Social security costs	278,543	251,102
	Other pension costs	499,747	312,327
		3,726,110	3,168,980
	Average number of employees during the year	Number	Number
	Directors	3	3
	Support	20	15
	Operational	127	108
		150	126
6	Interest payable	2018	2017
•		£	£
	Other loans	25 224	14 104
	Finance charges payable under finance leases and hire purchase	25,324	14,124
	contracts	7,265	3,550
		32,589	17,674
			<u> </u>

7	Taxation	2018 £	2017 £
	Analysis of charge in period		
	Deferred tax:		
	Origination and reversal of timing differences	(85,565)	29,723
	Tax on (loss)/profit on ordinary activities	(85,565)	29,723
	Factors affecting tax charge for period The differences between the tax assessed for the period and the star explained as follows:	ndard rate of corp	oration tax are
		2018	2017
		£	£
	Loss on ordinary activities before tax	(179,584)	(109,410)
	Standard rate of corporation tax in the UK	19%	19%
		£	£
	Profit on ordinary activities multiplied by the standard rate of	•	
	corporation tax	(34,121)	(20,788)
	Effects of:		
	Expenses not deductible for tax purposes	151	-
	Capital allowances for period in excess of depreciation	(16,753)	20,788
	Tax effect of tax losses	50,723	-
	Current tax charge for period		

8 Tangible fixed assets

ŭ	Clark and bushing		Fixtures, fittings, tools and equipment At cost
	Cost or valuation		1 662 226
	At 1 January 2018 Additions		1,663,336 473,068
	Disposals		473,008 (17,784)
	-		
	At 31 December 2018		2,118,620
	Depreciation		
	At 1 January 2018		831,604
	Charge for the year	~	339,694
	On disposals		(16,630)
	At 31 December 2018		1,154,668
	Carrying amount		
	At 31 December 2018		963,952
	At 31 December 2017		831,732
		2018 £	2017 £
		a-	a.
	Carrying value of plant and machinery included above held under		120 776
	finance leases and hire purchase contracts	303,856	130,775
9	Accrued income	2018	2017
	Accided income	£	£
	Accrued income	533,811	823,991
- 4 0		2010	2017
10	Debtors	2018	2017
		£	£
	Trade debtors	750,755	726,175
	Amounts owed by group undertakings and undertakings in which the company has a participating interest	2,049,589	1,802,044
	Deferred tax asset (see note 14)	66,186	-
	Other debtors	8,479	2,772
	Prepayments and accrued income	251,313	345,977
		3,126,322	2,876,968

11	Creditors: amounts falling due within one year	2018 £	2017 £
	Obligations under finance lease and hire purchase contracts Trade creditors Amounts owed to group undertakings and undertakings in which	123,467 466,846	60,531 382,836
	the company has a participating interest Other taxes and social security costs Other creditors Accruals and deferred income	59,305 70,741 291,957 817,239 1,829,555	1,194,041 74,188 422,800 639,534 2,773,930
12	Creditors: amounts falling due after one year	2018 £	2017 £
	Obligations under finance lease and hire purchase contracts Amounts owed to group undertakings and undertakings in which	187,580	63,820
	the company has a participating interest	1,950,178 2,137,758	941,567
13	Obligations under finance leases and hire purchase contracts	2018 £	2017 £
	Amounts payable:		<0. # 0. 1
	Within one year Within two to five years	123,467 187,580	60,531 63,820
	·	311,047	124,351
	Obligations uner finance leases and hire purchase contracts are secu relate.	red on the assets	to which they
14	Deferred taxation	2018 £	2017 £
	Accelerated capital allowances	(15,463)	19,377
	Tax losses carried forward	(50,723)	10 277
		(66,186)	19,377
		2018 £	2017 £
	At 1 January	19,377	(10,346)
	(Credited)/charged to the profit and loss account	(85,563)	29,723

	At 31 December			(66,186)	19,377
15	Share capital	Nominal value	2018 Number	2018 £	2017 £
	Allotted, called up and fully paid: Ordinary shares	£1 each	16,500	16,500	16,500
16	Share premium			2018 £	2017 £
	At I January			16,875	16,875
	At 31 December			16,875	16,875
17	Profit and loss account			2018 £	2017 £
	At 1 January Loss for the financial year			1,119,348 (94,019)	1,258,481 (139,133)
	At 31 December			1,025,329	1,119,348

18 Other financial commitments

Total future minimum lease payments under non-cancellable operating leases:

•	Land and buildings 2018 £	Land and buildings 2017 £	Other 2018 £	Other 2017 £
Falling due:	. *	*	£	~
within one year	300	300	-	-
within two to five years	288,000	396,000	-	_
in over five years	1,225,686	1,448,538	<u> </u>	
	1,513,986	1,844,838		-

19 Controlling party

The immediate parent company is Rosen Swiss AG. The ultimate parent company is Rosen Swiss Holding AG which was incorporated in Swtitzerland.

20 Presentation currency

The financial statements are presented in Sterling.

21 Legal form of entity and country of incorporation

Rosen (UK) Limited is a private company limited by shares and incorporated in England.

22 Principal place of business

The address of the company's principal place of business and registered office is:

Floor 2, Q5 Quorum Business Park Newcastle upon Tyne Tyne and Wear NE12 8BS