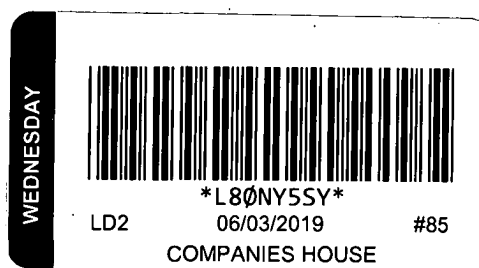


Berrington UK
Registered Number 03179466

Annual report and Financial statements for the year ended 31 December 2018



Berrington UK

ANNUAL REPORT AND FINANCIAL STATEMENTS
for the year ended 31 December 2018

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Berrington UK

OFFICERS AND PROFESSIONAL ADVISERS
for the year ended 31 December 2018

DIRECTORS

Mr. G Hudson
Mr. S Rowell

COMPANY SECRETARIES

Ryan Dale
S&J Registrars Limited

REGISTERED OFFICE

13th Floor, 5 Aldermanbury Square
London
EC2V 7HR

INDEPENDENT AUDITOR

Deloitte LLP
Statutory Auditor
Reading, United Kingdom

Berrington UK

STRATEGIC REPORT
for the year ended 31 December 2018

The directors, in preparing this Strategic report, have complied with s414C of the Companies Act 2006. The directors present their annual report and the audited financial statements for the year ended 31 December 2018.

Business review and principal activities

The company is an investment holding company.

Details of its subsidiaries are listed in note 6.

The commentary below is by reference to the numbers as shown in the statement of comprehensive income on page 9.
The results of the business reflects its status as a holding company.

The company made a profit before taxation in the year of £820,840,000 (2017: loss of £5,382,254) due to the receipt of an inter-company dividend.

The directors do not measure the performance of the company through Key Performance Indicators as the company is non-trading and holds investments.

The company expects the general level of activity to be maintained in the forthcoming year.

RESULTS AND DIVIDENDS

The profit for the year after tax was £821,955,000 (2017: loss £4,402,663). Dividends of £923,417,000 have been paid during the year (2017 £nil). The Directors do not recommend the payment of a final dividend.

FINANCIAL RISK MANAGEMENT POLICIES

The company's principal financial assets are amounts owed by group undertakings and investments. Consequently, the company has no external credit, price or liquidity risks.

PRINCIPAL RISKS AND UNCERTAINTIES

The main risk that the company's activities expose it to is the impairment of investments. The company annually reviews its investments for any indicators of impairment and makes provision as necessary.



Approved for issue by the Board of Directors

Mr. G Hudson
Director

March 2019

Berrington UK

DIRECTORS' REPORT
for the year ended 31 December 2018

The Directors present their annual report on the affairs of the company, together with the audited financial statements and independent auditor's report, for the year ended 31 December 2018.

PRINCIPAL ACTIVITIES

The principal activity of the company is that of a holding company.

GOING CONCERN

Although the company has substantial net assets, it also has net current liabilities as set out in the balance sheet on page 10. However, as the company has access to a group banking facility, it consequently has sufficient cash resources to meet any reasonably foreseeable obligation. This facility is due for renewal for a further 12 months in July 2019 and the directors have no reason to believe that this will not be forthcoming. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for a period of at least 12 months from the signing of the financial statements, despite the current uncertain economic outlook. Thus, the directors continue to adopt the going concern basis in preparing the annual report and financial statements.

OTHER INFORMATION

An indication of likely future developments in the business and financial risk management objectives and policies are disclosed in the strategic report on page four.

DIRECTORS AND THEIR INTERESTS

The directors, who served during the year and to the date of this report, are listed on page 3.

AUDITOR

Each of the persons who is a director at the date of this report confirms that:

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

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

Deloitte LLP have expressed their willingness to continue in office as the auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved for issue by the Board of Directors



Mr. G Hudson
Director
Date

Berrington UK

DIRECTORS' RESPONSIBILITIES STATEMENT for the year ended 31 December 2018

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland". Under Company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and 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 proper adequate 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BERRINGTON UK

Report on the audit of the Financial Statements

Opinion

In our opinion the financial statements of Berrington UK (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit for the year then ended
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 10.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including the Financial Reporting Council'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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs(UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council'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 are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in 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.

We have nothing to report in respect of these matters.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
BERRINGTON UK (continued)**

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

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

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 or the directors' report.

Matters on which we are required to report by exception

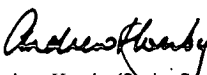
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- 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.

We have nothing to report in respect of these matters.

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.


Andrew Hornby (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Statutory Auditor
Reading, United Kingdom

5 March 2019

Berrington UK

**Statement of Comprehensive Income
For the year ended 31 December 2018**

	Note	2018 £'000	2017 £'000
Income from investments		827,002	-
Interest payable and similar charges		(6,162)	(5,382)
PROFIT/(LOSS) BEFORE TAXATION	3	820,840	(5,382)
Tax credit on profit/ (loss)	5	1,115	980
PROFIT/ (LOSS) FOR THE FINANCIAL YEAR		821,955	(4,402)

The results reported above are all derived from continuing operations.

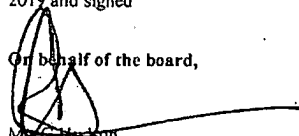
The notes 1 to 10 form part of the financial statements.

Berrington UK
BALANCE SHEET
as at 31 December 2018

	Note	2018 £'000	2017 £'000
FIXED ASSETS			
Investments	6	<u>2,278,487</u>	<u>1,264,009</u>
CURRENT ASSETS			
Debtors	7	1,114	955
CREDITORS: Amounts falling due within one year	8	(491,179)	(389,557)
NET CURRENT LIABILITIES		<u>(490,064)</u>	<u>(388,602)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>1,788,423</u>	<u>875,407</u>
NET ASSETS		<u>1,788,423</u>	<u>875,407</u>
CAPITAL AND RESERVES			
Called up share capital	9	500	500
Share premium account		1,014,478	
Capital contribution		612,744	612,744
Profit and loss account		<u>160,701</u>	<u>262,163</u>
SHAREHOLDER'S FUNDS		<u>1,788,423</u>	<u>875,407</u>

The financial statements of Berrington UK, registered number, 03179466 were approved by the board of directors and authorised for issue on March 2019 and signed

On behalf of the board,


Mr. C. Hudson
Director

Berrington UK

Statement of changes in equity

For the year ended 31 December 2018

Note	Called-up share capital £'000	Share premium £'000	Capital contribution reserve £'000	Profit and loss account £'000	Total £'000
At 1 January 2017	500	-	612,744	266,565	879,809
Loss for the financial year	-	-	-	(4,402)	(4,402)
Total comprehensive income for the year	-	-	-	(4,402)	(4,402)
At 31 December 2017	500	-	612,744	262,163	875,407
At 1 January 2018	500	-	612,744	262,163	875,407
Profit for the financial year	-	-	-	821,955	821,955
Total comprehensive income for the year	-	-	-	1,084,118	1,697,362
Shares issued during the year	-	1,014,478	-	-	1,014,478
Dividends paid	-	-	-	(923,417)	(923,417)
Total contributions by and distributions to owners	-	1,014,478	-	(923,417)	91,061
At 31 December 2018	500	1,014,478	612,744	160,701	1,788,423

The notes 1 to 10 form part of the financial statements.

Berrington UK

Notes to the financial statements for the year ended 31 December 2018

1 Statement of accounting policies

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

General information and basis of accounting

Berrington UK is a private unlimited company incorporated and domiciled in the United Kingdom under the Companies Act 2006. The address of the registered office is given on the company information page 3. The nature of the company's operations and its principal activities are set out in the directors' report on pages 5.

The financial statements are prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council, the Financial Standard applicable in the United Kingdom.

The functional currency of Berrington UK is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates. Foreign operations are included in accordance with the policies set out below.

Group financial statements

The company is exempt from the requirement to prepare consolidated financial statements per s401 of the Companies Act as the company is included within the consolidated financial statements of Illinois Tool Works Inc. which are available as indicated in note 10.

Qualifying entity disclosure exemptions

In preparing the financial statements of the company, advantage has been taken of the disclosure exemption for qualifying entities. Berrington UK is a qualifying entity as it is a member of a group whose parent prepares publicly available consolidated financial statements which includes the results of the company (further details in note 10). Therefore Berrington UK has claimed the available exemption not to present a cash flow statement, related party transactions, disclosure of key management personnel total compensation or the requirement relating to financial instruments disclosure.

Going concern

The company has an obligation to repay a loan on being given 30 days notice, as set out in note 8 to the financial statements. However, as the company has access to a group banking facility, it has sufficient cash resources to meet this potential obligation. This facility is due for renewal for a further 12 months in July 2019 and the company has no reason to believe that this will not be forthcoming. After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for a period of at least 12 months from the signing of the financial statements, despite the current uncertain economic outlook. Accordingly, the directors continue to adopt the going concern basis in preparing the annual report and financial statements.

Investments

Fixed asset investments are shown at cost, less any provision for impairment.

Impairment of assets

Assets are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

Non-financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Financial instruments

Financial assets and financial liabilities are recognised when the company becomes party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs).

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the company, despite having retained some significant risks and rewards of ownership, has transferred control of the asset to another party and the other party has the practical ability to sell the asset in its entirety to an unrelated third party and is able to exercise that ability unilaterally and without needing to impose additional restrictions on the transfer.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Berrington UK

Notes to the financial statements (continued) for the year ended 31 December 2018

1 Statement of accounting policies (continued)

Taxation

Current UK, 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.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

When the amount that can be deducted for tax for an asset (other than goodwill) that is recognised in a business combination is less (more) than the value at which it is recognised, a deferred tax liability (asset) is recognised for the additional tax that will be paid (avoided) in respect of that difference. Similarly, a deferred tax asset (liability) is recognised for the additional tax that will be avoided (paid) because of a difference between the value at which a liability is recognised and the amount that will be assessed for tax. The amount attributed to goodwill is adjusted by the amount of the deferred tax recognised.

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the group is able to control the reversal of the timing difference and it is probable that it will not reverse in the foreseeable future.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference.

The tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

Foreign currency

Transactions in foreign currencies 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.

2 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.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

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

Determining whether there are indicators of impairment of the company's fixed asset investments. Factors taken into consideration in reaching a decision include the economic viability and expected future financial performance of the investments as well as any significant changes to the technological, market, economic or legal environments in which the investments operate.

Berrington UK

Notes to the financial statements (continued) for the year ended 31 December 2018

3 Profit/ (loss) before taxation

Profit/ (loss) is stated after crediting/ (charging):

	2018	2017
	£'000	£'000
Share of profits received from unlisted investments	827,002	-
Interest payable to group companies	(6,162)	(5,382)

Fees for the audit of the financial statements are borne by another group company. The audit fee for the year, if allocated to the company, would be £4,000

4 Staff costs and directors' emoluments

There were no employees of the company during either year.

Two directors (2017: two) are also directors of ITW Limited, a fellow group company. ITW Limited paid the directors £458,108 (2017: £926,582) of emoluments and the directors accrued benefits under a defined benefit scheme. The directors' emoluments have not been apportioned between each fellow group company for which the director acted. The emoluments of the highest paid director were £247,010 (2017: £340,193) and the accrued pension entitlement under the company's defined benefit schemes of the highest paid director at 31 December 2018 was £57,033 (2017: £33,315).

5 Tax on profit/ (loss)

The corporation tax credit comprises:

	2018	2017
	£'000	£'000
Current tax on profit/ (loss)		
UK corporation tax	(1,115)	(955)
Adjustment in respect of prior years	-	(24)
Total current tax	(1,115)	(980)

The standard rate of tax applied to reported profit/ (loss) on ordinary activities is 19% (2017: 19.25%).

Factors affecting future tax charges

The Finance (No 2) Act 2015, which provides for reductions in the main rate of corporation tax from 20% to 19% effective from 1 April 2017 and to 18% effective from 1 April 2020, was substantively enacted on 26 October 2015. Subsequently, the Finance Act 2016, which provides for a further reduction in the main rate of corporation tax to 17% effective from 1 April 2020, was substantively enacted on 6 September 2016.

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

	2018	2017
	£'000	£'000
Profit/ (loss) before taxation	820,840	(5,382)
Profit/ (loss) multiplied by the standard rate of corporation tax in the UK of 19% (2017: 19.25%)	155,959	(1,036)
Non taxable income	(157,130)	-
Prior year adjustment	-	(24)
Losses surrendered to other group companies not being paid for	56	81
Total tax credit for the year	(1,115)	(980)

Berrington UK

Notes to the financial statements (continued) for the year ended 31 December 2018

6 Fixed asset investments

Investments in subsidiary undertaking:

	Investments in subsidiary undertakings £'000
Cost	
At 1 January 2018	1,364,709
Additions	2,028,956
Disposals	(1,014,478)
At 31 December 2018	2,379,187
Provision for impairment	
At 1 January 2018 and 31 December 2018	100,700
Net book value	
At 1 January 2018	1,264,009
At 31 December 2018	2,278,487

On 19 November 2018, the company acquired the shares of ITW International Holdings LLC from ITW UK Finance Gamma Limited in exchange for one share

On 19 November 2018, the company disposed of the shares of ITW International Holdings LLC to ITW Limited in exchange for one share.

Principal subsidiary

The company owns 100% of the issued ordinary share capital of ITW Limited, which is registered in England and Wales. ITW Limited designs and manufactures an array of highly engineered fasteners and components, equipment and consumable systems and a variety of speciality products and equipment for customers around the world.

In the opinion of the directors the aggregate value of the company's investment consisting of share in or amounts owed by its subsidiaries and associates is not less than the aggregate amounts at which they are stated in the balances sheet.

Name	Class of shares	Holding	Principal Activity
Advanced Molding Company, Inc. ¹	Percentage Ownership	100%	Manufacturing company
Beijing Miller Electric Manufacturing Co. Ltd ²	Percentage Ownership	100%	Manufacturing company
Brooks Instrument (Shanghai) Co. Ltd ³	Percentage Ownership	100%	Manufacturing company
Dongguan Ark-Les Electric Components Co., Ltd. ⁴	Percentage Ownership	100%	Manufacturing company
Dongguan CK Branding Co., Ltd ⁵	Capital	100%	Manufacturing company
Gold Pattern Holdings Limited ⁶	Ordinary	100%	Holding company
Gun Hwa Platech (Taicang) Co. Ltd. ⁷	Percentage Ownership	100%	Manufacturing company
Hobart Food Equipment Co., Ltd ⁸	Percentage Ownership	100%	Manufacturing company
Hobart International (Singapore) Pte. Ltd ⁹	Percentage Ownership	100%	Distribution company
Hobart Korea LLC ¹⁰	Percentage Ownership	100%	Distribution company
Instron (Shanghai) Experiment Equipment Trade Co., Ltd ¹¹	Percentage Ownership	100%	Distribution company
Instron Holdings Limited ¹²	Ordinary	100%	Holding company
Instron International Limited ¹²	Ordinary	100%	Holding company
ITW CS (UK) Ltd ¹²	Ordinary	100%	Trading company
Instron Korea LLC ¹³	Ordinary	100%	Manufacturing company
ITW (China) Investment Company Limited ¹⁴	Ordinary	100%	Holding company
ITW (Ningbo) Components & Fastening Systems Co., Ltd. ¹⁵	Percentage Ownership	100%	Manufacturing company
ITW Airport Ground Equipment (Beijing) Co. Ltd. ¹⁶	Percentage Ownership	100%	Manufacturing company

Berrington UK

Notes to the financial statements (continued) for the year ended 31 December 2018

6 Fixed asset investments (continued)

Name	Class of shares	Holding	Principal Activity
ITW Ampang Industries Philippines, Inc. ¹⁷	Common Stock	80%	Manufacturing company
ITW Automotive Components (Chongqing) Co. Ltd ¹⁸	Percentage Ownership	100%	Manufacturing company
ITW Automotive Components (Langfang) Co., Ltd. ¹⁹	Percentage Ownership	100%	Manufacturing company
ITW Automotive Parts (Shanghai) Co. Ltd ²⁰	Percentage Ownership	100%	Manufacturing company
ITW Construction Products (Shanghai) Co. Ltd. ²¹	Percentage Ownership	100%	Manufacturing company
ITW Construction Products (Singapore) Pte. Ltd. ²²	Ordinary	100%	Distribution company
ITW Construction Products (Suzhou) Company Limited ²³	Percentage Ownership	100%	Manufacturing company
ITW Construction Products Malaysia Sdn. Bhd. ²⁴	Ordinary	100%	Holding company
ITW Contamination Control (Wujiang) Co., Ltd ²⁵	Percentage Ownership	100%	Manufacturing company
ITW Limited ²⁶	Ordinary	100%	Manufacturing and distribution company
ITW Pension Funds Trustee Company ²⁶	Ordinary	100%	Dormant company
ITW Dynatec Adhesive Equipment (Suzhou) Co. Ltd. ²⁷	Percentage Ownership	100%	Manufacturing company
ITW Electronic Components/Products (Shanghai) Co., Ltd ²⁸	Percentage Ownership	100%	Manufacturing company
ITW FEG Hong Kong Limited ²⁹	Ordinary	100%	Manufacturing company
Stokvis Tapes (Hong Kong) Co. Limited ²⁹	Shares	100%	Holding company
ITW GH, LLC ³⁰	Percentage Ownership	100%	Manufacturing company
ITW Graphics Asia Limited ³¹	Ordinary	100%	Distribution company
ITW Graphics Italy S.R.L. in liquidazione ³²	Quotas	100%	Manufacturing company
ITW International Holdings LLC ³³	Common Stock	100%	Holding company
ITW International Intellectual Property LLC ³³	Units	100%	Holding company
ITW Philippines Holdings LLC ³³	Common Stock	100%	Holding company
US Finance Gamma LLC ³³	Units	100%	Holding company
ITW Korea LLC ³⁴	Shares	100%	Manufacturing company
ITW Marking & Coding (Shanghai) Co., Ltd. ³⁵	Percentage Ownership	100%	Manufacturing company
ITW Meritex Sdn. Bhd. ³⁶	Ordinary	100%	Manufacturing company
ITW New Zealand ³⁷	Ordinary	100%	Manufacturing company
ITW Packaging Technology (China) Co Ltd. ³⁸	Percentage Ownership	100%	Manufacturing company
ITW Performance Polymers Trading (Shanghai) Company Limited ³⁹	Ordinary	100%	Holding company
ITW Performance Plastic (Shanghai) Co. Ltd ³⁹	Percentage Ownership	100%	Distribution company
ITW Performance Polymers (Wujiang) Co., Ltd. ⁴⁰	Percentage Ownership	100%	Manufacturing company
ITW Performance Polymers and Fluids Group FZE ⁴¹	Shares	100%	Distribution company
ITW Pte. Ltd ⁴²	Percentage Ownership	100%	Distribution company
ITW Qufu Automotive Cooling Systems Co. Ltd. ⁴³	Percentage Ownership	100%	Manufacturing company
ITW Simco-Ion (Shenzhen) Co. Ltd. ⁴⁴	Percentage Ownership	100%	Manufacturing company
ITW Specialty Film, LLC ⁴⁵	Units	100%	Manufacturing company
ITW Specialty Materials (Suzhou) Co., Ltd. ⁴⁶	Percentage Ownership	100%	Manufacturing company
ITW Speedline Equipment (Suzhou) Co. Ltd. ⁴⁷	Percentage Ownership	100%	Manufacturing company
ITW Test & Measurement Equipment (Shanghai) Co., Ltd. ⁴⁸	Percentage Ownership	100%	Manufacturing company
ITW Texwipe Philippines, Inc. ⁴⁹	Common Stock	100%	Manufacturing company
ITW Thermal Films (Shanghai) Co., Ltd. ⁵⁰	Percentage Ownership	100%	Manufacturing company
Shanghai ITW Plastic & Metal Co. Ltd ⁵⁰	Percentage Ownership	100%	Manufacturing company

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Notes to the financial statements (continued) for the year ended 31 December 2018

6 Fixed asset investments (continued)

Name	Class of shares	Holding	Principal Activity
ITW Welding Singapore Pte. Ltd. ⁵¹	Percentage Ownership	100%	Manufacturing company
Kester Components Private Limited ⁵²	Ordinary	100%	Manufacturing company
Magna Industrial Co. Limited ⁵³	Ordinary	100%	Distribution company
Meritex Technology (Suzhou) Co. Ltd. ⁵⁴	Percentage Ownership	100%	Manufacturing company
Pacific Concept Industries Limited (Enping) ⁵⁵	Percentage Ownership	100%	Manufacturing company
Plasode Fasteners (Shanghai) Co., Ltd. ⁵⁶	Percentage Ownership	100%	Manufacturing company
PT ITW Construction Products Indonesia ⁵⁷	Shares	100%	Manufacturing company
Ramset Fasteners (Hong Kong) Ltd. ⁵⁸	Ordinary	100%	Distribution company
Stokvis Tapes (Beijing) Co. Ltd. ⁵⁹	Percentage Ownership	100%	Manufacturing company
Stokvis Tapes (Shanghai) Co. Ltd. ⁶⁰	Percentage Ownership	100%	Manufacturing company
Stokvis Tapes (Shenzhen) Co. Ltd. ⁶¹	Percentage Ownership	100%	Manufacturing company
Stokvis Tapes (Taiwan) Co. Ltd. ⁶²	Percentage Ownership	100%	Manufacturing company
Teknek (China) Limited ⁶³	Ordinary	100%	Distribution company
Teknek (Japan) Limited ⁶³	Ordinary	100%	Distribution company
Teksaleco Limited ⁶³	Ordinary	100%	Holding company
Tien Tai Electrode (Qingdao) Co., Ltd. ⁶⁴	Percentage Ownership	100%	Manufacturing company
Vesta (Guangzhou) Catering Equipment Co. Ltd. ⁶⁵	Percentage Ownership	100%	Holding company
Vesta Global Limited ⁶⁶	Ordinary	100%	Manufacturing company

ITW Construction Products (Suzhou) Company Limited and Stokvis Tapes (Beijing) Co. Ltd. were struck off in the period.

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Notes to the financial statements (continued) for the year ended 31 December 2018

6 Fixed asset investments (continued)

Registered offices

The registered offices of the above subsidiaries are set out below :

1	5 Circuit Street, LISP1 SEPZ, Bgy. Diezmo, Cabuyao, Laguna, Philippines
2	Xin Cheng Industrial Park, Jing Hai No. 2 Road, Building 6, No. 28, Beijing, China
3	Room 203, Building 6, No. 1888 Xin Jing Qiao Road, Jin Qiao E.P.Z. Pudong, Shanghai, China
4	Nan Main Industrial Park, Hu Men Town, Dong Guan City, Guangdong, China
5	Hw WuGang, Cun Tou, Humen Dongguan, China
6	Commerce House, Wickhams Cay 1, PO Box 3140, Road, Town, Tortola, British Virgin Island
7	327 Chungong Road, Xinzhuang Industrial Development Zone, Shanghai, China 201108
8	No. 8 Yesheng Road, Xiqing Economic & Development Zone, Tianjin, China
9	158 Kallang Way, #06-03, Safekeep Building, Singapore 349245, Singapore
10	7F Woongsan Bldg., 108 Bange-dong Songpa-Ku, Seoul, South Korea 138-050, South Korea
11	Room 1704-1715,, Shanghai Civic Plaza, Shanghai, China 200041, China
12	5 Aldermanbury Square, 13th Floor, London, England, EC2V 7HR
13	16th Floor Hae-Am Building 983-3 Daechi-dong Seoul, South Korea 135-842
14	Room 2801, Tower B, New Caohejing International Business Center, 391 Guiping Zone, Shanghai, China 200233
15	No. 333 Batou West Road, Beilun Zone, Ningbo, China 315806
16	18 Shuanghe Road, Renhe Town, Shunyi District, Beijing, China
17	Block 1, Lot 1, Laguna International Industrial Park, Mamplasan, Binan, Laguna, Philippines
18	No. 106 Jin Yu Road, Chongqing, China
19	Langsen Automotive Industry Park 9#, Yaohua Str., Langfang ETDZ, Langfang, China
20	No. 500, Huapu Road, No. E Building, Qingpu, Shanghai, China
21	Shengang Road, No. 3802, Bldg. 13, Shanghai, China 201611
22	4 Changi South Lane, #06-01, Nan Wah Building, Singapore 486127, Singapore
23	Rm. 1901-1903, LT Square No. 500, North Cheung Du Road, Shanghai, PRC, China 200003, China
24	Suite 2-4, Level 2, Tower Block, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Kuala Lumpur, Wilayah Persekutuan 50490, Malaysia
25	4660 Pangjin Road, Economic Development Zone, Jiangsu, China
26	Nexus House, Station Road, Egham, Surrey, TW20 9LB
27	Unit 2, B1 Building No. 9, Weixin Road, Kuatang, SIP, Suzhou, China
28	789-5, Shenfu Road, Xinzhuang Industrial Zone, Shanghai, China
29	1401 Hutchison House, 10 Harcourt Road, Hong Kong
30	#589, Byeong-Dong-Ri, Hallim-Myeon, Gimhae-Si., GyeongSangNam-Do, South Korea
31	3rd Floor, Capella Htr, 47 Hung To Road, Kwun Tong, Kowloon, Hong Kong
32	Piazza Serenissima, 40, Castlefranco Veneto (TV), Italy 31033
33	1209 Orange Street, Wilmington, Delaware, 19801-0000, United States
34	52, Aenggogae-ro 556 beon-gil, Namdong-gu, Incheon, South Korea
35	Section E, Building 9#1, 353, North Ri Ying Road, Waigaoqiao Free Trade Zone, Shanghai, China
36	57-G Persiaran Bayan Indah, Bayan Bay, Sungai Nibong, Pulau Pinang, Malaysia 11900, Malaysia
37	Level 7, The Bayleys Building, 28 Brandon Street, Qigg Partners, Wellington, Wellington 6140, New Zealand
38	No. 9 Weixin Road, Suzhou Industrial Park, Suzhou, China
39	Room 301, Building A International Far Est Piazza, No. 319 XianXia Road, Shanghai, China
40	No. 4680, Pangjin Road, Wujiang Economic Development Zone, Wujiang
41	5EA 701, Dubai Airport Freezone, Dubai, United Arab Emirates
42	132 Joo Seng Road, #03-01 Uniplas Building Centre, Singapore, Singapore 368358, Singapore
43	No. 11 Chuangye Road, Economic Development Zone, Shandong Province, Qufu City, China
44	2/F, Building 11, Heng Ming Zhu Technology Park, Xiang Xing Road, Sha Jing, Bao An Shenzhen District, Guangdong, China 518104
45	460, Cheonheung-ri, Seonggeo-eup, Cheonan-si 330-836, South Korea
46	Heng Qiao, Wujiang Economic & Technological, Development Zone, China
47	Building F, 200 Middle Suhong Road, Export Processing Zone, Suzhou industrial Park, Suzhou, China
48	15#, Lane 1985, Chunshen Road, Mihan District, Shanghai, China
49	4 Circuit Street, LISP1 SEPZ, Bgy. Diezmo, Cabuyao, Laguna, Philippines
50	No. 327 ChunDong Road, Xinzhuang Industrial Zone, Minhang District, Shanghai, China 201108
51	23 Tagore Lane, #04-06/07, Tagore 23 Warehouse, Singapore 787601, Singapore
52	61 UBI Avenue 1, #06-01 UB Point, Singapore, 408941, Singapore
53	13th Floor, Printing House, 6 Duddell Street, Central, Hong Kong
54	Block D No. 28 Heshun Road, Loufeng North District, Suzhou Industrial Park, Jiangsu, China 215122
55	Puqiao Industrial Park, Shau Town, Enping City, Guangdong Province, Enping City, China 529447

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Notes to the financial statements (continued) for the year ended 31 December 2018

6 Fixed asset investments (continued)

Registered offices (continued)

56	No. 900 Songzheng Road, Songjiang EPZ (Bzone), Shanghai, China 201614
57	Alamanda Tower, Lantai 25, M32, Jl. TB., Simatupang Kav. 23-24, Kelurahan Cilandak Barat, Kecamatan Cilandak, Jakarta Selatan, Indonesia 12430, Indonesia
58	Unit D, 22nd Floor, Capital Trade Centre, No. 62 Tsun Yip Street, Kwaun Tong, Kowloon, Hong Kong
59	Unit 7, No 1 Kanding Street, Economic Development Zone, Beijing, China
60	Section B, Building 9, No. 353 North Riving Road, Wai Gao Qiao Banded Zone, Shanghai, China 200131
61	Western Part Northside 1st Floor Building 1, Huaya Industrial Park, Shenzhen, China 518109
62	8F., No. 561, Guangfu S. Rd., Xinyi Dist., Taipei City, Taiwan
63	River Drive, Inchinnan Business Park, Inchinnan, PA4 9RT
64	North 1st Ring Road, Linang Economic, Development Zone, Jiaonan, Qingdao, China
65	43 South Liang Long Street, Huashan Town, Huadu District, Guangzhou, china
66	Unit 902, 9/F, 113 Argyle Street, Mong Kok, Kowloon, Hong Kong

7 Debtors

	2018	2017
	£'000	£'000
Amounts falling due within one year:		
Corporation tax	1,114	955
	<u>1,114</u>	<u>955</u>

8 Creditors

	2018	2017
	£'000	£'000
Amounts falling due within one year:		
Amounts owed to group undertakings	332,179	230,558
Amounts owed to group undertaking - non interest bearing unsecured loan notes	100,000	100,000
Amounts owed to group undertakings - 8% unsecured promissory note	59,000	59,000
	<u>491,179</u>	<u>389,558</u>

The 8% unsecured promissory note is repayable to ITW UK at any time after 30 days notice. However they have confirmed they will not seek to recall this amount in the foreseeable future.

9 Called-up shares and reserves

	2018	2017
	£'000	£'000
Authorised		
100,000,000 ordinary shares of £1 each	100,000	100,000
Called up, allotted and fully paid		
500,002 ordinary shares of £1 each (2017: 500,001 ordinary shares of £1 each)	500	500

On 16 November one share was issued at a premium of £1,014,477,832.

The company's other reserves are as follows:

The share premium account represents the amount subscribed for share capital in excess of nominal value.

The capital contributions account represents cash and assets given to the company.

The profit and loss reserve represents cumulative profits, losses and other comprehensive income made by the company, as well as distributions and other adjustments.

Berrington UK

Notes to the financial statements (continued) for the year ended 31 December 2018

10 Ultimate parent undertaking

The company is a wholly owned subsidiary undertaking of ITW UK Finance Gamma Limited, a company incorporated in Great Britain and registered in England and Wales. The ultimate holding company and controlling party is Illinois Tool Works Inc., a company incorporated in Delaware, USA.

The only group in which the results of the company are consolidated is that headed by the Illinois Toolworks Inc. The consolidated financial statements of this group are available to the public and may be obtained from Illinois Tool Works Inc., Registered office 155 Harlem Avenue, Glenview, Illinois, 60025, United States of America.

The group has taken advantage of the exemptions for disclosures of related party transactions available in Financial Reporting Standard No. 8 to wholly owned subsidiaries of companies with publicly available financial statements.