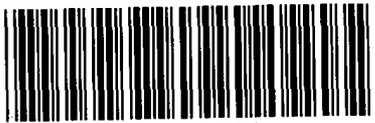


Thales ATM Limited

Annual Report and Financial Statements
for the Year Ended 31 December 2017

Registration number: 3229755

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Thales ATM Limited

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Thales ATM Limited

Company Information

Directors

M W P Seabrook
E McCrorie

Company secretary

M W P Seabrook

Registered office

350 Longwater Avenue
Green Park
Reading
RG2 6GF

Auditor

Ernst & Young LLP
1 More London Place
London
SE1 2AF

Thales ATM Limited

Directors' Report

The Directors present their annual report and the financial statements, together with the auditor's report, for Thales ATM Limited for the year ended 31 December 2017.

Dividends

The Directors declared a final dividend of £7,905,999 (2016: £nil).

Going concern

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

Directors of the Company

The Directors who served during the year were as follows:

| | |
|-------------------|---------------------------|
| E McCrorie | (appointed 22 March 2017) |
| MWP Seabrook | (appointed 22 March 2017) |
| G M E Blanguernon | (resigned 22 March 2017) |
| K J P Tolcher | (resigned 22 March 2017) |
| S M Boulton | (resigned 22 March 2017) |

Directors' liabilities

The Company has not granted any indemnity against liability to its Directors during the year or at the date of approving the Directors' Report.

Environmental information

The Thales Group in the UK has implemented an Environmental Policy to conduct its current and future business in a way that protects the environment. This is achieved through development and implementation of Environmental Management Systems against which it reports environmental performance regularly to the Thales Holdings UK plc board. It is a Thales requirement that operating companies are certified to the International Standard for Environmental Management Systems ISO 14001. Current Environmental Programmes include reducing the Thales UK Group's carbon footprint and implementing a Green Purchasing programme.

Donations

During the period to 31 December 2017 no political donations were made (2016: £nil).

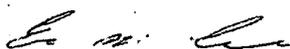
Disclosure of information to the auditor

So far as each person who was a Director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of the auditor, the Directors have taken all the steps they are obliged to take as Directors in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Reappointment of auditors

In accordance with section 489 of the Companies Act 2006, the Company has not elected to re-appoint its auditor annually and Ernst & Young LLP will therefore continue in office.

Approved by the Board on 25 May 2018 and signed on its behalf by:



E McCrorie
Director

350 Longwater Avenue
Green Park
Reading
RG2 6GF

Thales ATM Limited

Strategic Report for the Year Ended 31 December 2017

Principal activity

The Company did not trade during the current or preceding year. No change is currently envisaged in the Company's activities. As indicated in the Business review, the Company participated in a legal entity restructuring programme along with fellow Thales subsidiaries in the UK.

Business review

The Company participated in a substantial UK wide legal entity restructuring programme aimed at simplifying the group and intercompany balances structure in the UK. The effects of this on the Company were as follows; the payment of £7,905,999 of dividends and the elimination of an intercompany loan receivable totalling £7,905,999.

The audited financial statements for the year ended 31 December 2017 are set out on pages 8 to 14.

The Company made a profit after taxation for the year of £nil (2016: £nil).

Financial risk management objectives and policies

The Company has only £1 of trade receivables and no other financial assets.

It is, and has been throughout the year under review, the Company's policy that no trading in financial instruments shall be undertaken.

The Company therefore has no exposure to credit risk or liquidity risk.

Approved by the Board on 25 May 2018 and signed on its behalf by:



E McCrorie
Director

350 Longwater Avenue
Green Park
Reading
RG2 6GF

Thales ATM 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 International

Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance;
- 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.

Thales ATM Limited

Independent Auditor's Report to the Members of Thales ATM Limited

Opinion

We have audited the financial statements of Thales ATM Limited for the year ended 31 December 2017 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flows and the related notes 1 to 10, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 31 December 2017 and of its result for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

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.

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.

Thales ATM Limited

Other information

The other information comprises the information included in the annual report, 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 this 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 the 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.

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 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 by the parent Company, 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

Responsibilities of Directors

As explained more fully in the statement of Directors responsibilities set out on page 4, 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.

Thales ATM Limited

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 <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.



J I Gordon (Senior statutory auditor)

For and on behalf of Ernst & Young LLP, Statutory Auditor
London

25 May 2018

Thales ATM Limited

Statement of Comprehensive Income for the Year Ended 31 December 2017

| | Note | 2017 £000 | 2016 £000 |
|--|------|--------------|--------------|
| Revenue | | - | - |
| Operating profit/(loss) | | <u>-</u> | <u>-</u> |
| Profit/(loss) before tax from continuing operations | | <u>-</u> | <u>-</u> |
| Total comprehensive income for the year | | <u>-</u> | <u>-</u> |

Thales ATM Limited

Company Number: 3229755

Statement of Financial Position as at 31 December 2017

| | Note | 2017 £000 | 2016 £000 |
|-----------------------------------|------|--------------|--------------|
| Assets | | | |
| Current assets | | | |
| Trade and other receivables | 5 | - | 7,906 |
| Total Assets | | <u>-</u> | <u>7,906</u> |
| Current Liabilities | | - | - |
| Net Assets | | <u>-</u> | <u>7,906</u> |
| Shareholders' Equity | | | |
| Equity | | | |
| Share Capital | 6 | - | - |
| Retained Earnings | | - | 7,906 |
| Total Shareholders' equity | | <u>-</u> | <u>7,906</u> |

The financial statements on pages 8 to 14 were approved by the Board of Directors and authorised for issue on 25 May 2018.

They were signed on its behalf by:



E McCrorie
Director

The accompanying notes are an integral part of this statement of financial position.

Thales ATM Limited

Statement of Changes in Equity for the Year Ended 31 December 2017

| | Share Capital £000 | Retained earnings £000 | Total £000 |
|---------------------|-----------------------|---------------------------|---------------|
| At 31 December 2015 | - | 7,906 | 7,906 |
| At 31 December 2016 | - | 7,906 | 7,906 |
| Dividends | - | (7,906) | (7,906) |
| At 31 December 2017 | - | - | - |

Thales ATM Limited

Statement of Cash Flows for the Year Ended 31 December 2017

| | Note | 2017 £000 | 2016 £000 |
|--|------|--------------|--------------|
| Cash flows from operating activities | | | |
| Profit for the year | | - | - |
| Working capital adjustments | | - | - |
| Increase in trade and other receivables | | - | - |
| Decrease in trade and other payables | | - | - |
| Net cash flow from operating activities | | - | - |
| Cash flows from investing activities | | | |
| Interest received | | - | - |
| Cash flows from financing activities | | | |
| Interest paid | | - | - |
| Dividends paid | | - | - |
| Net cash from financing activities | | - | - |
| Net decrease in cash and cash equivalents | | - | - |
| Cash and cash equivalents at 1 January | | - | - |
| Cash and cash equivalents at 31 December | | - | - |

Thales ATM Limited

Notes to the Financial Statements for the Year Ended 31 December 2017

1. General information

The Company is a private Company limited by share capital, incorporated and domiciled in England and Wales.

The address of its registered office is stated on page 1.

2. Accounting policies

Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards and its interpretations adopted by the European Union ("IFRSs").

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 to all the years presented, unless otherwise stated.

Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS's) adopted for use in the European Union. The financial statements have been prepared on a historical cost basis. The financial statements are presented in pounds sterling, the currency in which the Company's transactions are denominated, and all values are rounded to the nearest thousand (£000), except when otherwise indicated.

Changes in accounting policy

None of the standards, interpretations and amendments effective for the first time from 1 January 2017 have had a material effect on the financial statements.

None of the standards, interpretations and amendments which are effective for periods beginning after 1 January 2018 and which have not been adopted early, are expected to have a material effect on the financial statements.

The principal accounting policies are set out below:

Trade receivables

Trade receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

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.

Dividends

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's Directors.

Financial assets and liabilities

Classification

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

Thales ATM Limited

Notes to the Financial Statements for the Year Ended 31 December 2017

Recognition and measurement

Financial assets and liabilities are recognised on the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

3. Auditors' remuneration

For the year ended 31 December 2017 the auditor's remuneration of £1,705 has been borne by a fellow subsidiary (2016: £nil as Company was dormant).

4. Directors' remuneration

The Directors received no remuneration for their services in respect of the Company in either the current or preceding year.

The Company had no employees other than the Directors.

5. Trade and other receivables

| | 2017 £000 | 2016 £000 |
|-----------------------------------|--------------|--------------|
| Amount owed by group undertakings | <u>-</u> | <u>7,906</u> |

The Directors consider that an allowance for estimated irrecoverable amounts, determined by reference to past default experience, is not necessary.

The carrying amount above represents the Company's maximum exposure to credit risk.

The Directors consider that the carrying amount of trade and other receivables approximates their fair value.

6. Share capital

| | 2017 | | 2016 | |
|---------------------------|------|------|------|------|
| | No | £000 | No | £000 |
| Ordinary share of £1 each | 1 | - | 1 | - |

7. Fair value measurement

In the Directors' opinion, there is no difference between amounts of assets and liabilities presented in the annual statements and their fair values.

Thales ATM Limited

Notes to the Financial Statements for the Year Ended 31 December 2017

8. Dividends

| | 2017 £000 | 2016 £000 |
|----------------|--------------|--------------|
| Dividends paid | <u>7,906</u> | <u>-</u> |

9. Related party transactions

| | Amounts owed by | | Amounts owed to | | Transactions in the year | |
|---------------------|-----------------|--------------|-----------------|--------------|--------------------------|--------------|
| | 2017 £000 | 2016 £000 | 2017 £000 | 2016 £000 | 2017 £000 | 2016 £000 |
| Parent Company | - | 7,906 | - | - | (7,906) | - |
| Fellow subsidiaries | - | - | - | - | - | - |

The transactions in the year above are made up of £7,905,999 (2016: £nil) dividends paid to parent.

10. Parent and ultimate parent undertaking

The Company's immediate parent undertaking is Thales UK Limited a company incorporated in the United Kingdom.

The ultimate parent company is Thales SA, a company incorporated in France. This is also both the largest and smallest group which includes the Company and for which consolidated accounts are prepared. Copies of the group accounts of Thales SA are available from Tour Carpe Diem, 31 place des Corolles, 92098 Paris La Défense, France.