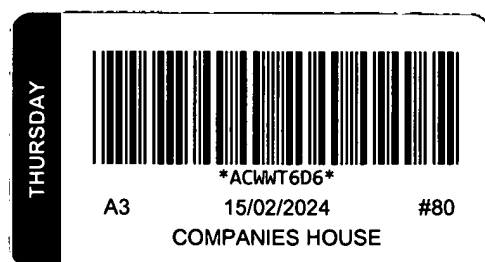


Carrier Rental Systems Limited

**Annual Report
for the year ended 31 December 2022**

Registered number: 03807755



Carrier Rental Systems Limited

Contents

	Page
Strategic report	1
Directors' report	2
Statement of directors' responsibilities	3
Independent auditors' report	4
Income Statement	7
Balance Sheet	8
Statement of Changes in Equity	9
Notes to the financial statements	10

Carrier Rental Systems Limited

Strategic report

The directors present their Strategic Report for the company for the year ended 31 December 2022. The directors, in preparing this strategic report, have complied with S414C of the Companies Act 2006.

Review of business and future activities

The business is no longer trading.

Principal risks and uncertainties

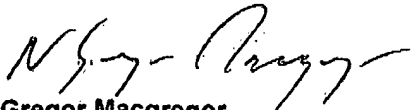
As the entity is no longer trading the directors believe there to be no principal risks or uncertainties.

Post balance sheet transactions

On 17th March 2023 the business sold its investment in Carrier Rental Systems (UK) Limited to Carrier UK Holdings for a consideration of £72,337,691.27. It then completed a capital reduction exercise and subsequently paid a dividend of £72,357,514.68 to its parent company Matlock Holdings in preparation for liquidation of the business. The liquidation is expected to complete in quarter 2 of 2024.

Approval

Approved by the Board and signed on its behalf by:



N Gregor Macgregor

Director

Date: 19 December 2023

Carrier Rental Systems Limited

Directors' Report

The directors present their annual report and the audited financial statements of the company for the year ended 31 December 2022. This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

Future developments

Details of future developments can be found in the strategic review on page 2 and forms part of this report by cross-reference.

Going concern

The company does not trade. The financial statements have been prepared on a basis other than that of a going concern. The adoption of this basis did not result in any material adjustments to the financial statements or notes. Fixed assets have been reclassified as current assets. No other adjustments have been required.

Directors

The directors who held office during the year and up to the date of signing the financial statements are given below:

Directors	Appointed	Resigned
S Blaby		9 December 2022
A Gooch		9 December 2022
A Paddock		9 December 2022
N Gregor Macgregor	9 December 2022	
J Robinson	9 December 2022	

Directors' indemnity

The directors have the benefit of an indemnity (provided on a group wide basis via Carrier Global Corporation) which is a qualifying third party indemnity provision. The indemnity was in force throughout the last financial year and also at the date of approval of the financial statements.


Disclosure of information to auditors

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

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

Approval

Approved by the Board and signed on its behalf by:


N Gregor Macgregor
Director
Date: 19 December 2023

Carrier Rental Systems Limited

Statement of directors' responsibilities in respect of the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

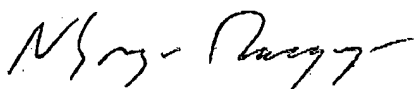
The directors are responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also 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.

Independent Auditors

In the absence of any notice proposing to terminate their appointment, PricewaterhouseCoopers LLP will be deemed to be reappointed for the next financial year. PricewaterhouseCoopers LLP have indicated their willingness to continue in office.

Approved by the Board and signed on its behalf by:



N Gregor Macgregor

Director

Date: 19 December 2023

Independent auditors' report to the members of Carrier Rental Systems Limited

Report on the audit of the financial statements

Opinion

In our opinion, Carrier Rental Systems Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the Balance Sheet as at 31 December 2022; the Income Statement and Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Emphasis of matter - financial statements prepared on a basis other than going concern

In forming our opinion on the financial statements, which is not modified, we draw attention to note 1 to the financial statements which describes the directors' reasons why the financial statements have been prepared on a basis other than going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion on, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

Carrier Rental Systems Limited

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 December 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

Auditors' 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 auditors' 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the inappropriate posting of journals to manipulate the financial results and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Evaluate the conclusion reached by management with respect to indication of impairment in investments to determine the conclusion reached is appropriate;
- Discussion with management, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Testing journal entries to identify any entries which met our risk criteria; and
- Reviewing the disclosure in the financial statements to assess compliance with applicable laws and regulations related to financial reporting.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

Carrier Rental Systems Limited

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 auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Matthew Walker (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Birmingham

20 December 2023

Income Statement
For the year ended 31 December 2022

	2022 £'000	2021 £'000
Finance income	-	-
Finance costs	(1)	-
Loss on ordinary activities before taxation	(1)	-
Tax on loss on ordinary activities	-	-
Loss for the financial year	(1)	-

All results are derived from discontinued operations following the decision to dissolve the company during 2024.

The company has no other comprehensive income other than its result for the year ended 31 December 2022 and 2021 and hence no separate statement of other comprehensive income has been presented.

The notes on pages 10 to 16 form part of these financial statements.

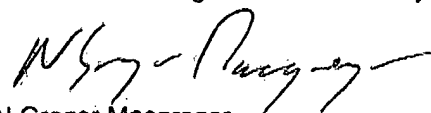
Carrier Rental Systems Limited
Registered number: 03807755

Balance Sheet
As at 31 December 2022

	Note	2022 £'000	2021 £'000
Fixed assets			
Investments	6	-	64,213
		-	64,213
Current assets			
Investments	6	64,213	-
Trade and other receivables	7	19	20
		64,232	20
Net current assets		64,232	20
Total assets less current liabilities		64,232	64,233
Net assets		64,232	64,233
Capital and reserves			
Called up share capital	8	1	1
Share premium account		60,979	60,979
Profit and loss account		3,252	3,253
Total Shareholders' funds		64,232	64,233

The notes on pages 10 to 16 form part of these financial statements.

The financial statements on pages 7 to 16 were approved by the board of directors on 18 December 2023 and were signed on its behalf by:


N Gregor Macgregor
Director
Date: 19 December 2023

Statement of Changes in Equity
For the year ended 31 December 2022

	Called up share capital £'000	Share premium account £'000	Profit and loss account £'000	Total Shareholders' Funds £'000
Balance at 1 January 2021	1	60,979	3,253	64,233
Profit for the financial year	-	-	-	-
Total comprehensive income for the year	-	-	-	-
Balance at 31 December 2021 and at 1 January	1	60,979	3,253	64,233
Loss for the financial year	-	-	(1)	(1)
Total comprehensive loss for the year	-	-	(1)	(1)
Balance at 31 December 2022	1	60,979	3,252	64,232

Carrier Rental Systems Limited

Notes to the financial statements For the year ended 31 December 2022

1. Accounting policies

Carrier Rental Systems Limited (the "Company") is a private company limited by shares and incorporated and domiciled in England, in the UK.

The principal activity of that company is a holding company and it does not trade.

There has been no income or expense for the year or comparative year and there have been no changes in equity of the company since the beginning of the year or comparative year.

All amounts in the financial statements and notes have been rounded off to the nearest thousand Sterling Pound, unless otherwise stated.

Basis of accounting

The financial statements of Carrier Rental Systems Limited have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101), and in accordance with the Companies Act 2006. The financial statements have been prepared on a non-going concern basis.

Post balance sheet date, the Company has sold its investment and paid a dividend equal to its equity to its parent company. Therefore the Company has nothing remaining in its balance sheet. All funds have been transferred to the shareholder in preparation for liquidation.

As permitted by FRS 101, the company has taken advantage of some of the disclosure exemptions available under that standard. The key exemptions taken are as follows:

IAS 1 – Information on management of capital

IAS 7 – statement of cash flows

IAS 8 - disclosures in respect of new standards and interpretations that have been issued but are not yet effective

IAS 24 - disclosure of key management compensation and for related party disclosures entered into between two or more members of a group;

IAS 1 - the requirement to present roll forward reconciliations in respect of share capital

Going concern

The company does not trade. The financial statements have not been prepared on a going concern basis as the business is no longer trading. Investments have been reclassified as current assets. No other adjustments have been required.

Investments

For the accounts, investments in subsidiaries and associates, are shown at cost less provision for impairment.

Carrier Rental Systems Limited

Notes to the financial statements For the year ended 31 December 2022

1. Accounting policies (continued)

Financial instruments

The Company's financial instruments are classified in to Amortised cost. The Company did not have any other categories of financial assets. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Financial assets at amortised cost

The company classifies its financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows, and
- the contractual terms give rise to cash flows that are solely payments of principal and interest.

Assets carried at amortised cost

The company assesses, at the end of each reporting period, whether there is objective evidence that financial asset or group of financial assets is impaired.

Trade and other receivables

Trade and other receivables represents due from related parties and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

The company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance.

Impairment of financial assets

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

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

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

Carrier Rental Systems Limited

Notes to the financial statements For the year ended 31 December 2022

1. Accounting policies (continued)

Impairment of financial assets

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

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

Derecognition of financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial liabilities and equity

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

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1 above, 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.

Carrier Rental Systems Limited

Notes to the financial statements For the year ended 31 December 2022

2. Critical judgements in applying the company's accounting policies (continued)

The following are the critical judgements that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

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.

Impairment of investments in subsidiaries

Concluding whether the indications exist for the impairment of investment in subsidiary requires a considerable amount of judgment. In this case, management considered the carrying value of the investment in each subsidiary along with the profit which each generates each year along with a consideration of any impairment triggers which may exist.

Based on these factors and other macro economic factors along with our knowledge of the business of the subsidiary, we have concluded that there is no indication of impairment

The investment held on the balance sheet was disposed of post year end (note 6).

3. Auditors' remuneration

Fees payable to PricewaterhouseCoopers LLP and their associates for the audit of the company's annual financial statements are borne by a fellow group company, Carrier Rental Systems (UK) Limited.

4. Staff costs

There are no staff costs for the year ended 31 December 2022 (2021: £nil).

5. Directors' remuneration and transactions

The directors did not receive any emoluments in respect of services to the company (2021: £nil).

Carrier Rental Systems Limited

Notes to the financial statements For the year ended 31 December 2022

6. Investments

	£'000
Cost	
At 1 January 2021	64,213
Additions	-
Disposals	-
At 31 December 2021	64,213
Additions	-
Disposals	-
At 31 December 2022	64,213
Provisions for impairment	
At 1 January 2021	-
Additions	-
Disposals	-
At 31 December 2021	-
Additions	-
Disposals	-
At 31 December 2022	-
Net book value	
At 31 December 2022	64,213
At 31 December 2021	64,213

Carrier Rental Systems Limited

Notes to the financial statements For the year ended 31 December 2022

6. Investments (continued)

Details of the Company's subsidiaries at 31 December 2022 are as follows. Unless otherwise indicated, all ownership interests are in the ordinary share capital of the investee.

Name	Country of registration	Registered Address	Proportion of ordinary shares held	Nature of business
Carrier Rental Systems (UK) Limited	Scotland	Ailsa Road, Irvine Industrial Estate, Irvine, KA12 8LL	100%	Rental of HVAC, pumps and power equipment

Previous subsidiaries WHL 2013 Limited and WHL 2013 Holdings Limited have been voluntarily liquidated during 2022.

**Denotes an indirect holding. The entire amount of £64,213,000 is invested in Carrier Rental Systems (UK) Limited*

Post balance sheet transactions

On 17th March 2023 the business sold its investment in Carrier Rental Systems (UK) Limited to Carrier UK Holdings for a consideration of £72,337,691.27. It then completed a capital reduction exercise and subsequently paid a dividend of £72,357,514.58 to its parent company Matlock Holdings in preparation for liquidation of the business. The liquidation is expected to commence in 2024.

7. Trade and other receivables

Amounts falling due within one year:

	2022 £'000	2021 £'000
Amounts owed by group undertakings	19	20
	19	20

Amounts owed by group undertakings are held with Parkview Treasury Services (UK) Limited repayable on demand and earn an interest rate in relation to Bank of England base rates.

Carrier Rental Systems Limited

Notes to the financial statements For the year ended 31 December 2022

8. Called up share capital

Ordinary shares

	2022 £	2021 £
Allotted, called-up and fully-paid		
83,555,121 (2020: 83,555,121) ordinary shares of 0.00001 pence each	836	836
14,618,010 (2020: 14,618,010) Non-voting ordinary shares of 0.00001 pence each	146	146
6,274,477 (2020: 6,274,477) Non-voting "A" ordinary shares of 0.00001 pence each	63	63
60 (2020: 60) deferred ordinary shares of £1 each	60	60
	1,105	1,105

On 15 March 2023 a capital reduction of £1,104 occurred in preparation for the Company's liquidation.

9. Controlling party

The Company's immediate parent undertaking is Matlock Holdings Ltd, a company incorporated in England and Wales, whose registered office is 1st Floor Ash House, Littleton Road, Ashford, Middlesex, England, TW15 1TZ.

The company's ultimate parent undertaking and controlling party throughout the year and at the balance sheet date was Carrier Global Corporation, a company incorporated in the United States of America.

Carrier Global Corporation was the smallest and largest group to consolidate these financial statements.

Copies of the Carrier Global Corporation group financial statements are publicly available and can be obtained from www.carrier.com