# **BSN** medical Distribution Limited

Strategic report, Directors' report and Financial Statements

31 December 2022

SATURDAY



A38 23/09/2023 COMPANIES HOUSE

#130

### **Directors**

D Hall P Bailey

# Secretary

D Hall

# Registered office

Willerby Hill Business Park Willerby Hull HU10 6FE

## **Auditors**

Ernst & Young LLP 1 Bridgewater Place Water Lane Leeds LS11 5QR

### **Bankers**

Commerzbank AG London 30 Gresham Street London EC2V 7PG

# Strategic report

The directors present their strategic report for the year ended 31 December 2022.

### Review of the business

The company did not trade during 2022.

On 1st May 2020, the trading assets of the Company were transferred to a newly incorporated entity in the Netherlands, Essity Distribution BV ("EDBV"). As such, assets belonging to the Company were transferred to, and responsibility for the liabilities and obligations relating to those assets were assumed by, EDBV.

The key company's key performance indicators during the year were as follows:

	2022	2021	Change
	€000	€000	%
Operating (loss)/profit	(3)	51	(105.9%)
Profit/(loss) before taxation	94	(24)	491.7%

# Strategic report (continued)

### Principal risks and uncertainties

The Company ceased trading with effect 1st May, 2020 and the risk profile of the business is now substantially different from the previous years.

The principal risk facing the business at the balance sheet date is the realisability of debtors, primarily being amounts owed by other group undertakings. Essity AB has an investment grade credit rating and limited risk is perceived by the directors.

#### **Section 172 Statement**

The Directors fully understand their responsibilities under Section 172(1) of the Companies Act 2006 to promote the success of the Company, having regard to:

- The likely consequences of any decision in the long term;
- The interests of the Company's employees;
- The need to foster the Company's business relationships with suppliers, customers and others;
- The impact of the Company's operations on the community and the environment;
- The desirability of the Company in maintaining a reputation for high standards of business conduct; and
- The need to act fairly between members of the Company.

The following stakeholder groups according to Section 172(1) of the Companies Act 2006 were identified by the Directors as relevant for BSN medical Distribution Limited:

### Suppliers

Suppliers are a critical link in the overall supply chain, providing a source of value, consistency of quality and service and opportunity for innovation to meet the Company's business needs. Developing strong working relationships with the Company's suppliers is crucial to ensure these needs are met.

#### Customers

Engagement with customers drives alignment with our values, strategies, priorities, and strategic partnerships help to ensure business sustainability and growth. There are regular communication and review meetings to agree short, medium and long-term goals to develop relationships and ensure continuous improvement.

### Regulators

The Company operates in a highly regulated industry and thus engaging with regulators, as required, is of vital importance. The Company has access to specialist personnel and services within the group to ensure all regulatory obligations are met.

#### Pension schemes

Providing effective savings and retirement planning for employees through engagement with a third-party advisor and mitigating impacts of rising pension costs and providing cover for employees' families.

# Strategic report (continued)

## Section 172 Statement (continued)

### Community

Community engagement is recognised as important to employees and the communities in which the divisions operate. Employees can nominate local charities for fundraising events or request sponsorship/donations to local causes, which have a positive impact on employees and communities with which divisions are involved.

### Section 172(2) Principal decisions

The decision to transfer the operating activities of the Company to Essity Distribution B.V. on 1st May 2020, was considered to be both material to the Company and significant to any of the Company's stakeholders listed above under Section 1. The Directors have considered the stakeholders in making its principal decisions.

By order of the Board

D Hall Secretary

18th September 2023

# **Directors' report**

The directors present their report for the year ended 31 December 2022.

### **Directors of the company**

The directors who served the company during the year were as follows:

D Hall

P Bailey

No director had any beneficial interest in the share capital of the company.

#### **Dividends**

The directors do not recommend a final dividend (2021 - €nil).

### Going concern

As of 31 December 2021, the Company had net assets of  $\in 14,475,000$  (2021:  $\in 14,652,000$ ) and net current assets of  $\in 14,475,000$  (2021: net current assets of  $\in 14,652,000$ ). The financial statements have been prepared on a going concern basis.

From the 1 May 2020 the company has ceased its operations having transferred all its operations to fellow group companies. The Company's financial forecasts, taking into consideration these changes, show that the Company has sufficient funds to meet it's obligations for the foreseeable future. Based on these facts and the aforementioned financial position and forecast cash flows of the Company, the Directors have concluded it is appropriate for the financial statements to be prepared on a going concern basis.

# Disclosure of information to the auditors

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 fellow directors and the company's auditor, each director has taken all the steps that they are obliged to take as a directors in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

### **Auditors**

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

By order of the Board

D Hall Secretary

18th September 2023

# **Directors' report (continued)**

# Statement of directors' responsibilities

The directors are responsible for preparing the annual reports 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 Financial Reporting Standard 101 Reduced Disclosure Framework 101 (FRS 101).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and 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 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.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BSN MEDICAL DISTRIBUTION LIMITED

### **Opinion**

We have audited the financial statements of BSN medical Distribution Limited for the year ended 31 December 2022 which comprise of the primary statements such as the Income Statement, the Balance Sheet, the Statement of changes in equity and the related notes 1 to 11, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view 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; 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.

### Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of 12 months from when the financial statements are authorised for issue

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

### 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.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BSN MEDICAL DISTRIBUTION LIMITED (continued)

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 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 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 directors' responsibilities statement set out on page six, 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.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BSN MEDICAL DISTRIBUTION LIMITED (continued)

#### 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.

# Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. 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. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant are those that relate to the reporting framework, FRS 101, the Companies Act 2006 and the relevant tax laws and regulations in the UK. In addition, we concluded that there are certain significant laws and regulations which may have an effect on the determination of the amounts and disclosures in the financial statements relating to food safety, health and safety, employee matters and data protection.
- We understood how the company is complying with those frameworks by making enquiries of
  management. We corroborated our enquiries through our review of board minutes and consideration
  of the results of our audit procedures across the company.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by meeting with management from various parts of the business to understand where they considered there was susceptibility to fraud and reviewed the entity level controls in place. We also considered the existence of performance targets and their potential influence on management to manage earnings. We considered the controls that the Company has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how management monitors those controls. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk. These procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error.
- Based on this understanding we designed our audit procedures to identify non-compliance with the laws and regulations identified in the paragraphs above. Our procedures involved: journal entry testing, with a focus on manual journals and journals indicating large or unusual transactions; enquiries of company management; and challenging the assumptions and judgements made by management by reviewing third party evidence wherever possible. We also leveraged our data analytics platform in performing our work to assist in identifying higher risk transactions for testing. The results of our procedures did not identify any instances or irregularities, including fraud.

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.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BSN MEDICAL DISTRIBUTION LIMITED (continued)

# 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.

Richard Frostick (Senior statutory auditor)

Ente In up

for and on behalf of Ernst & Young LLP, Statutory Auditor

Leeds

Date: 19 September 2023

# Income statement

for the year ended 31 December 2022

	Notes	2022 €000	2021 €000
Administrative expenses		(3)	(15)
Other operating income	3		66
Operating (loss)/profit	4	(3)	51
Interest receivable	5	97	_
Interest payable	6		(75)
Profit/(Loss) on ordinary activities before taxation		94	(24)
Tax	7	(271)	<u>-</u>
(Loss) for the financial year	=	(177)	(24)

All amounts relate to discontinued activities.

The company has no recognised gains or losses for the year other than the results above and therefore no separate statement of comprehensive income has been presented.

# **Balance sheet**

# at 31 December 2022

	Notes	2022 €000	2021 €000
Current Assets			
Debtors: amounts falling within one year	8	14,475	14,652
		14,475	14,652
Net current assets		14,475	14,652
Total assets less current liabilities		14,475	14,652
Net assets		14,475	14,652
Capital and reserves			
Share capital	9	8,001	8,001
Retained earnings		6,474	6,651
Total equity		14,475	14,652

These financial statements were approved by the board of directors on 18th September 2023 and were signed on its behalf by:

D Hall Director

# Statement of changes in Equity

at 31 December 2022

	Called up share capital	up Earnings share	
	€000	€000	€000
At 1 January 2021	8,001	6,675	14,676
Loss for the year	-	(24)	(24)
Total comprehensive income	-	(24)	(24)
At 31 December 2021	8,001	6,651	14,652
Loss for the year	-	(177)	(177)
Total comprehensive expense	-	(177)	(177)
At 31 December 2022	8,001	6,474	14,475

## Notes to the financial statements

at 31 December 2022

### 1. Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of BSN Medical Distribution Limited (the "Company") for the year ended 31 December 2022 were authorised for issue by the board of directors on 18th September 2023 and the balance sheet was signed on the board's behalf by David Hall. BSN Medical Distribution Limited is incorporated and domiciled in England and Wales.

The financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101) and the Companies Act 2006 (the Act). FRS 101 sets out a reduced disclosure framework for a 'qualifying entity' as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted IFRS.

The Company's financial statements are presented in Euros and all values are rounded to the nearest thousand euros (€000) except when otherwise indicated.

The Company is a wholly owned subsidiary of BSN Medical UK Holding Limited.

The results of BSN Medical UK Holding Limited are included in the consolidated financial statements of Essity Aktiebolag (publ), which are publicly available and can be obtained from BSN medical, Willerby Hill Business Park, Willerby, Hull, HU10 6FE.

The principal accounting policies adopted by the Company are set out in note 2.

### 2. Accounting policies

### 2.1 Basis of preparation

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2022.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) the requirements of IFRS 7 Financial Instruments: Disclosures;
- (b) the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement;
- (c) the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of: (i) paragraph 79(a)(iv) of IAS 1;
- (d) the requirements of paragraphs 10(d), 10(f), 39(c) and 134-136 of IAS 1 Presentation of Financial Statements;
- (e) the requirements of IAS 7 Statement of Cash Flows;
- (f) the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;

#### at 31 December 2022

#### 2.1 Basis of preparation (continued)

- (g) the requirements of paragraph 17 of IAS 24 Related Party Disclosures;
- (h) the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

#### 2.2 Significant accounting policies

#### (a) Going concern

As of 31 December 2022, the Company had net assets of €14,475,000 (2021: €14,652,000) and net current assets of €14,475,000 (2021: net current assets of €14,652,000). The financial statements have been prepared on a going concern basis.

From the 1 May 2020 the company has ceased its operations having transferred all its operations to fellow group companies. The Company's financial forecasts, taking into consideration these changes, show that the Company is expected to generate sufficient positive cash flows for the Company to continue to operate for the foreseeable future. Based on these facts and the aforementioned financial position and forecast cash flows of the Company, the Directors have concluded it is appropriate for the financial statements to be prepared on a going concern basis.

#### (b) Foreign currency translation

The company's financial statements are presented in Euros, which is also the company's functional currency.

Transactions in foreign currencies are initially recorded in the Company's functional currency by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the balance sheet date. All differences are taken to the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

## (c) Derivative financial instruments

The Company uses forward currency contracts as hedges of its exposure to foreign currency risk in forecast transactions and firm commitments.

### at 31 December 2022

#### (d) Trade and other debtors

Trade debtors, which generally have 30-90 day terms, are recognised and carried at the lower of their original invoiced value and recoverable amount. Where the time value of money is material, receivables are carried at amortised cost. Provision for impairment is made through profit or loss when there is objective evidence that the Company will not be able to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote.

#### (e) Cash at bank and in hand

Cash and short term deposits in the balance sheet comprise cash at banks and in hand.

#### (f) Income taxes

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date. Deferred income tax assets and liabilities are offset, only if a legally enforcement right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the company to make a single net payment.

at 31 December 2022

# 3. Other operating income

		2022 €000	2021 €000
	Other operating income		66
4.	Operating profit		
	Operating profit is stated after charging:		
		2022	2021
		€000	€000
	Auditors' remuneration:		
	- Audit of financial statements	_	12
	Exchange (gain)/loss	-	28
5.	Interest receivable		
V.	interest reservable	2022	2021
		€000	€000
	Interest on loans to group undertakings (cash pool)	97	
6.	Interest Payable		
		2022	2021
		€000	€000
	Interest on loans to group undertakings (cash pool)		75

### at 31 December 2022

### 7. Tax

### (a) Tax on profit on ordinary activities

The tax (credit)/charge is made up as follows:

	2022	2021
	€000	€000
UK corporation tax		
Current tax on income for the year	<del></del>	
Total current tax		
Adjustments to prior years tax	271	_
Withholding tax incurred	-	-
Origination/reversal of timing difference	-	-
	271	-

### (b) Factors affecting (credit)/ charge for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 19% (2021: 19%). The differences are explained below:

The differences are explained below:

	2022 €000	2021 €000
Profit on ordinary activities before taxation	94	(24)
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 – 19%)	(18)	5
Effects of:		
Group relief transferred and not paid for	18	(5)
Prior year tax charge	271	-
Total tax expense / (credit) in the profit and loss account (Note 9(a))	271	_

### (c) Deferred tax

No deferred taxation has been provided

## (d) Factors that may affect future tax charges

The company forms part of a tax group under UK tax rules. Included in this group are BSN medical Limited and BSN medical UK Holding Limited.

at 31 December 2022

### 7. Tax (continued)

A UK corporation tax rate of 25% (effective 1 April 2023) was substantively enacted, increasing the previously enacted rate from 19% The legislation to effect these changes was enacted before the balance sheet date and UK deferred tax has accordingly been calculated at 25%.

### 8. Debtors: amounts falling due within one year

Amounts falling within one year	2022 €000	2021 €000
Amounts owed by group undertakings	14,475	14,652
	14,475	14,652

### 9. Share capital

Allotted, called up and fully paid	No.	2022 €000	No.	.2021 €000
Equity: Ordinary A shares of €1 each	1,000	1	1,000	1
Ordinary A1 shares of E1 each	8,000,000	8,000	8,000,000	8,000
		8,001		8,001

### 10. Related party transactions

During the year the Company entered into transactions with other related parties. The Company has taken advantage of the exemption under paragraph 8(k) of FRS101 not to disclose transactions with fellow wholly owned subsidiaries.

# 11. Ultimate parent undertaking and controlling party

The immediate parent undertaking is BSN medical UK Holding Limited, a company incorporated in the United Kingdom.

The ultimate parent undertaking and controlling party is Essity AB (publ), a company incorporated in Sweden.

For the year ended 31st December 2022, the largest and smallest group in which the results of the company are consolidated is that headed by Essity AB (publ). Copies of the group financial statements, which are publicly available, can be obtained from BSN medical, Willerby Hill Business Park, Willerby, Hull, HU10 6FE.