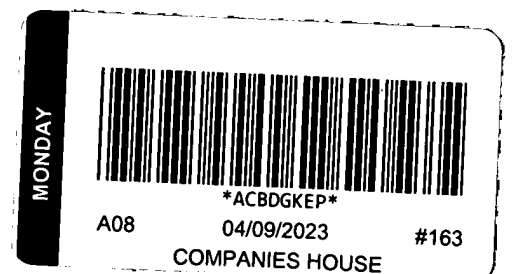


WGH UK Holdings Limited

Annual Report and Financial Statements

Year Ended 31 December 2022

Company Number 04856144



WGH UK Holdings Limited

Annual Report and financial statements for the year ended 31 December 2022

Contents

Page:

1	Strategic report
2	Report of the directors
4	Directors' responsibilities statement
5	Independent auditor's report
8	Profit and loss account
9	Balance sheet
10	Statement of changes in equity
11	Notes forming part of the financial statements

WGH UK Holdings Limited

Strategic report for the year ended 31 December 2022

The directors present the strategic report, together with the report of the directors, financial statements and auditor's report for the year ended 31 December 2022.

Business review

The company is an investment holding company. During the year, the company reported a loss of £2.2m, compared to a loss of £0.1m in the year to 31 December 2021. Net assets at 31 December 2022 totaled £6.0m (31 December 2021: net assets of £8.2m).

The principal activities of the company's subsidiaries are the manufacture and supply of moulding and surface preparation machinery together with associated spare parts and servicing.

Principal risks and uncertainties faced

The principal risks facing the company arise from the level of economic activity in the markets served by its subsidiaries. These are discussed further in the report of the directors.

Key performance indicators

The directors consider the company's key performance indicator to be the financial performance of its subsidiaries. The company measures performance using comprehensive reporting packages, produced by each of its subsidiaries, which compare actual performance to both plan and the previous year. The reporting packages, together with regularly updated profit and cash flow forecasts, constitute the key performance indicators used within the business.

Section 172 statement

The directors are required to disclose how we have considered our duties under section 172 of the Companies Act. The company is an intermediate holding company within the Norican Global A/S group, and does not have any employees, suppliers or customers. The directors consider the key stakeholders to be the ultimate parent company. It does not carry out any trade and so does not have any impact on the community or the environment.

Future developments

The directors do not expect any changes in the nature of the company's activities in the foreseeable future.

Approval

The strategic report was approved on behalf of the Board on 30/08/2023



R Shaw
Director

WGH UK Holdings Limited

Report of the directors for the year ended 31 December 2022

The directors present their annual report together with the audited financial statements for the year ended 31 December 2022.

Results and dividends

The result for the year is shown in the profit and loss account on page 8.

A business review is set out in the strategic report.

No dividend is recommended for the year (2021: £nil).

Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis in preparing the annual financial statements.

Further details regarding the adoption of the going concern basis can be found in the accounting policies in the financial statements.

Based on the assessment, the Directors have concluded that the company can operate for a period of at least 12 months from the date of this report. Therefore, these financial statements have been prepared on a going concern basis in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom.

Post Balance sheet events

There are no significant events following the balance sheet date.

Future Developments

An indication of likely future developments of the company is noted within the strategic report.

Financial risk management objectives and policies

The company is affected by the same principal risks and uncertainties as the rest of the Norican Global A/S Group. The Group's activities expose it to a variety of financial risks: market risk (including foreign currency risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain risk exposures.

Foreign Exchange Risk

Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations. The Group's individual subsidiaries predominately transact their operational activities in their respective functional currencies. However, the global nature of the business leads to transactional risk at the balance sheet date. This arises because the amount of local currency received or paid for transactions denominated in a foreign currency varies due to changes in foreign exchange rates. Transactional committed risk for which the Group has a contractual obligation which is recorded on the balance sheet is primarily managed through the use of forward foreign exchange contracts. The Group enters into forward foreign exchange contracts primarily to hedge exchange rate risk.

WGH UK Holdings Limited

Report of the directors continued for the year ended 31 December 2022

Credit Risk

The exposure to credit risk is represented by the balance sheet values of the receivables and positive market values of derivatives that are carried at the balance sheet date. This entity is indirectly impacted by the credit quality of customers of associated group companies. The credit quality is assessed considering the customer's financial position, past experience and other factors. Individual risk limits are set based on internal and external ratings. The utilisation of credit limits is regularly monitored. Although the Group monitors the credit ratings of its customers, changes in the financial position of its customers can adversely affect the Group's future collection of the receivables and the Group's cash flows.

Financial risk management objectives and policies (continued)

Liquidity Risk

The Group's principal source of liquidity consists of cash generated from operations and borrowings available under the revolving credit portion of the Group's financing agreements.

Capital Risk Management

The Group's objectives in managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders, benefits for other stakeholders and to maintain an optimal capital structure to reduce its cost of capital.

Directors

The directors who held office during the year and thereafter were as follows:

M D Guerin (resigned 01/08/2023)
E Brunner (resigned 01/08/2023)
R Shaw (appointed 01/08/2023)
I Wadee (appointed 01/08/2023)

Auditor

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 auditor is unaware; and
- the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

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

Approved by the Board and signed on its behalf by:

R Shaw
Director



WGH UK Holdings Limited
22 Edward Court
Altrincham
Cheshire
WA14 5GL

Date: 30/08/2023
.....

WGH UK Holdings Limited

Directors' responsibilities statement for the year ended 31 December 2022

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 UK and 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 judgements and accounting 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 WGH UK Holdings Limited

Opinion

We have audited the financial statements of WGH UK Holdings Ltd (the 'company') for the year ended 31 December 2022 which comprise the statement of comprehensive income, balance sheet, statement of changes in equity and notes forming part of the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022, and of its profit 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 responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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 at least twelve 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.

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 contained within the annual report.

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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Independent auditor's report to the members of WGH UK Holdings Limited

(continued)

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 and the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement 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.

Auditor 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.

Identifying and assessing potential risks related to irregularities

In identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- The nature of the industry and sector, control environment and business performance.
- Enquiring of management, including obtaining and reviewing supporting documentation, concerning the company's policies and procedures relating to:
 - Identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - Detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
 - The internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- Discussing among the engagement team regarding how and where fraud might occur in the financial statements and any potential indicators of fraud, and;
- Obtaining an understanding of the legal and regulatory frameworks that the company operates in, focusing on those laws and regulations that had a direct effect on the financial statements, such as provisions of the UK Companies Act, pensions legislation and tax legislation or that had a fundamental effect on the operations of the company, including the General Data Protection requirements, Anti-bribery and corruption policies and Environmental laws and regulations pertaining to this industry.

In addition to the above, our procedures to respond to risks identified included the following:

- Reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- Enquiring of management concerning actual and potential litigation and claims;
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- Reading available minutes of meetings of those charged with governance; and
- Testing journal entries to identify unusual transactions.

Independent auditor's report to the members of WGH UK Holdings Limited

(continued)

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members, and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance.

The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditors/audit-assurance-ethics/auditors-responsibilities-for-the-audit>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Adam Calvert ACA (Senior Statutory Auditor)
For and on behalf of Rushtons
Chartered Accountants
Statutory Auditors
1 Faraday Court
Fulwood
Preston
Lancashire
PR2 9NB

Date 30/08/2023

WGH UK Holdings Limited

Profit and loss account for the year ended 31 December 2022

	Note	2022 £000	2021 £000
Administrative expenses		(31)	(30)
Interest payable and similar charges	4	(2,180)	(107)
Dividend income		-	-
Loss before taxation	3	(2,211)	(137)
Tax on loss	5	-	-
Loss after taxation		(2,211)	(137)

The above results derive from continuing operations. There are no recognised income and expenses other than the profit for the current and prior year as shown above and consequently a separate statement of comprehensive income has not been presented.

The notes on pages 11 to 21 form part of these financial statements.

WGH UK Holdings Limited

Balance sheet as at 31 December 2022

	Note	2022 £000	2021 £000
Fixed assets			
Investments	6	55,311	55,311
Creditors: amounts falling due within one year	7	(23,515)	(22,370)
Net current liabilities		(23,515)	(22,370)
Total assets less current liabilities		31,796	33,941
Creditors: amounts falling due after more than one year	8	(25,792)	(24,726)
Net assets		6,004	8,125
Capital and reserves			
Called up share capital	9	3,159	3,159
Profit and loss account		2,845	5,056
		6,004	8,215

These financial statements were approved by the board of directors and authorised for issue on 30/08/2023



R Shaw
Director

The notes on pages 11 to 21 form part of these financial statements.

Registered Company number: 04856144

WGH UK Holdings Limited

Statement of changes in equity for the year ended 31 December 2022

	Called up share capital £000	Profit and loss account £000	Total equity £000
At 1 January 2021	3,159	5,194	8,353
Loss for the year/Total comprehensive loss	-	(137)	(137)
At 31 December 2021	3,159	5,056	8,215
Loss for the year/Total comprehensive loss	-	(2,211)	(2,211)
At 31 December 2022	3,159	2,845	6,004

The notes on pages 11 to 21 form part of these financial statements.

WGH UK Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2022

1 Accounting policies

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

Basis of preparation

WGH UK Holdings Limited is a private company limited by shares and incorporated in the United Kingdom and registered in England and Wales under the Companies Act. The address of the registered office is given on page 3. The nature of the company's operations and its principal activities are set out in the strategic report on page 1.

The financial statements have been prepared in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. The functional currency of WGH UK Holdings Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates.

WGH UK Holdings Limited meets the definition of a qualifying entity under FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and has therefore taken advantage of the following disclosure exemptions in preparing these financial statements:

- The requirements of Section 7 Statement of Cash Flows;
- The requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- The requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- The requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A

WGH UK Limited is consolidated in the financial statements of its parent, Norican Global A/S, a company incorporated in Denmark, which may be obtained from the address in note 11. Exemptions have been taken in these separate company financial statements in relation to financial instruments, related parties, presentation of a cash flow statement and remuneration of key management personnel.

The company is itself a subsidiary company and is exempt from the requirement to prepare group financial statements by virtue of section 401 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

Going concern

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the strategic report. The report of the directors further describes the financial position of the company; the company's objectives, policies, and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposure to credit risk and liquidity risk.

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

WGH UK Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2022 (continued)

1 Accounting policies (continued)

Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Debt instruments which meet the following conditions are subsequently measured at amortised cost using the effective interest method:

- (a) The contractual return to the holder is (i) a fixed amount; (ii) a positive fixed rate or a positive variable rate; or (iii) a combination of a positive or a negative fixed rate and a positive variable rate.
- (b) The contract may provide for repayments of the principal or the return to the holder (but not both) to be linked to a single relevant observable index of general price inflation of the currency in which the debt instrument is denominated, provided such links are not leveraged.
- (c) The contract may provide for a determinable variation of the return to the holder during the life of the instrument, provided that (i) the new rate satisfies condition (a) and the variation is not contingent on future events other than (1) a change of a contractual variable rate; (2) to protect the holder against credit deterioration of the issuer; (3) changes in levies applied by a central bank or arising from changes in relevant taxation or law; or (ii) the new rate is a market rate of interest and satisfies condition (a).
- (d) There is no contractual provision that could, by its terms, result in the holder losing the principal amount or any interest attributable to the current period or prior periods.
- (e) Contractual provisions that permit the issuer to prepay a debt instrument or permit the holder to put it back to the issuer before maturity are not contingent on future events, other than to protect the holder against the credit deterioration of the issuer or a change in control of the issuer, or to protect the holder or issuer against changes in levies applied by a central bank or arising from changes in relevant taxation or law.
- (f) Contractual provisions may permit the extension of the term of the debt instrument, provided that the return to the holder and any other contractual provisions applicable during the extended term satisfy the conditions of paragraphs (a) to (c).

Debt instruments that are classified as payable or receivable within one year on initial recognition and which meet the above conditions are measured at the undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

With the exception of some hedging instruments, other debt instruments not meeting these conditions are measured at fair value through profit or loss.

Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be nil) less impairment.

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, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

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

WGH UK Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2022 (continued)

1 Accounting policies (continued)

(i) *Derivative financial instruments*

The company uses derivative financial instruments to reduce exposure to foreign exchange risk and interest rate movements. The company does not hold or issue derivative financial instruments for speculative purposes.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

(ii) *Hedge accounting*

The company designates certain derivatives as hedging instruments in cash flow hedges and fair value hedges. At the inception of the hedge relationship, the entity documents the economic relationship between the hedging instrument and the hedged item, along with its risk management objectives and clear identification of the risk in the hedged item that is being hedged by the hedging instrument. Furthermore, at the inception of the hedge the company determines and documents causes for hedge ineffectiveness.

Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss. Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods in which the hedged item affects profit or loss or when the hedging relationship ends.

Hedge accounting is discontinued when the company revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. Any gain or loss accumulated in equity at that time is reclassified to profit or loss when the hedged item is recognised in profit or loss. When a forecast transaction is no longer expected to occur, any gain or loss that was recognised in other comprehensive income is reclassified immediately to profit or loss.

Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The change in the fair value of the hedging instrument and the change in the hedged item attributable to the hedged risk are recognised in the line related to the hedged item in profit or loss. Hedge accounting is discontinued when the company revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting. The fair value adjustment to the carrying amount of the hedged item arising from the hedged risk is amortised to profit or loss from that date.

Related party transactions

The company has taken advantage of the exemption contained in FRS 102 Section 33 not to disclose transactions or balances with entities which form part of the group. The consolidated financial statements, within which this company is included, can be obtained from the address given in note 11.

Debt issuance costs

Debt issuance costs are capitalised and amortised using a method that approximates the effective interest rate method over the term of the underlying credit facility or note.

WGH UK Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (continued)

1 Accounting policies (continued)

Investments

In the company financial statements, investments in subsidiary undertakings are stated as cost less any impairments.

Impairment of assets

Assets that have an indefinite life are not subject to amortisation and are tested annually for impairment. Assets subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less disposal costs, and value in use.

Dividend income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established, provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

Taxation

Current tax, 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 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.

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the company 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. Deferred tax relating to property, plant and equipment measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to sale of the asset.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred 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.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

WGH UK Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2021 (continued)

1 Accounting policies (continued)

Taxation (continued)

Deferred tax assets and liabilities are offset only if: a) the company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Foreign currencies

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.

Exchange differences are recognised in profit or loss in the period in which they arise except for:

- exchange differences on transactions entered into to hedge certain foreign currency risks (see above); and
- exchange differences arising on gains or losses on non-monetary items which are recognised in other comprehensive income.

2 Critical accounting judgements and key sources of estimation uncertainty

Critical judgements in applying the company's accounting policies

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make 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.

The directors do not consider that the amounts recognised in the financial statements have been significantly affected by any critical judgements made in the process of applying the company's accounting policies.

Key sources of estimation uncertainty

The directors do not consider that there are any areas of the financial statements that are significantly affected by sources of estimation uncertainty.

3 Loss before taxation

Audit fees for the audit of these financial statements of £2,000 (2021: £4,000) are borne by a subsidiary undertaking.

The emoluments of the directors are paid by other group companies which make no recharge to the company. They are directors of a number of fellow subsidiaries and it is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries. The total emoluments are disclosed in the financial statements of the ultimate parent company, Norican Global A/S.

WGH UK Holdings Limited had no employees during the year (2021: none).

WGH UK Holdings Limited

Notes forming part of the financial statements
for the year ended 31 December 2022 (continued)

4 Interest payable and similar charges

	2022 £000	2021 £000
Net exchange loss / (gain)	(926)	1,136
Interest payable on loans from group undertakings	(1,254)	(1,243)
	<u>(2,180)</u>	<u>(107)</u>

WGH UK Holdings Limited

Notes forming part of the financial statements
for the year ended 31 December 2022 (continued)

5 Taxation on (loss) / profit

	2022 £000	2021 £000
Current tax on (loss) / profit		
UK corporation tax	-	-
Deferred tax		
Adjustments in respect of prior years	-	-
Total tax	-	-
The tax charge comprises:		
	2022 £000	2021 £000
(Loss) / profit before tax	(2,211)	(137)
Loss at the standard rate of corporation tax in the UK of 19% (2021: 19%)	(420)	(26)
Effects of:		
Group income	-	-
Group relief	94	26
Remeasurement of deferred tax for changes in tax rates	-	(1,607)
Unused tax losses and tax offsets not recognised as deferred tax assets	326	(1,607)
Total tax on (loss) / profit	-	-

The deferred taxation asset not recognised in the financial statements is as follows:

	2022 £000	2021 £000
Tax losses available	7,093	6,696

The standard rate of tax applied to reported profit is 19% (2021: 19%).

Due to the restrictive nature of the tax losses and the uncertainty of future profits in the company, a deferred tax asset has not been recognised in relation to the above.

In the Spring Budget 2021, the UK Government announced that the legislation will be introduced in the Finance Bill 2021 to increase the UK Corporation Tax main rate to 25% for periods beginning 1 April 2023. The deferred tax asset has been calculated using the rate of 25%.

WGH UK Holdings Limited

Notes forming part of the financial statements
for the year ended 31 December 2022 (continued)

6 Fixed asset investments

Shares in
group
undertakings
£000

At 1 January and 31 December 2022

55,311

The undertakings in which the company has an interest at the year end are as follows:

Group undertaking	Country of incorporation	Principal activity	Class share	Percentage of shares held
WGH UK Limited	England	Holding company	Ordinary	100
			Preference	100
Wheelabrator Technologies (UK) Limited	England	Holding company	Ordinary	100 (*)
Wheelabrator Group Limited	England	Engineering	Ordinary	100 (*)
Castalloy Europe Limited	England	Engineering	Ordinary	100 (*)
Striko UK Limited	England	Engineering	Ordinary	100 (*)
Wheelabrator OFT GmbH	Germany	Engineering	Ordinary	100 (*)
Matrasur Composites SAS	France	Engineering	Ordinary	100 (*)
Wheelabrator Group GmbH	Germany	Engineering	Ordinary	100 (*)
Wheelabrator Schlick Sp. z o.o.	Poland	Engineering	Ordinary	100 (*)
Wheelabrator Group NV	Belgium	Engineering	Ordinary	100 (*)
Wheelabrator Group SLU	Spain	Engineering	Ordinary	100 (*)
Wheelabrator Group Holdings GmbH	Germany	Holding company	Ordinary	100 (*)
Wheelabrator Group SAS	France	Engineering	Ordinary	100 (*)
DISA Industrie AG	Switzerland	Engineering	Ordinary	100 (*)
DISA Industries A/S	Denmark	Engineering	Ordinary	45 (*)
DISA Industrieanlagen GmbH	Germany	Engineering	Ordinary	100 (*)
Walther Trowal SARL	France	Non-trading	Ordinary	100 (*)
Wheelabrator-Berger Stiftung GmbH	Germany	Non-trading	Ordinary	100 (*)
Blast Cleaning Techniques Ltd.	England	Non-trading	Ordinary	100 (*)
Nolten GmbH	Germany	Non-trading	Ordinary	100 (*)
OT Oberflächentechnik Maschinen und Werkzeuge Handles GmbH	Germany	Non-trading	Ordinary	100 (*)
Abrasive Developments Ltd	England	Dormant	Ordinary	100 (*)
Impact Finishers Ltd	England	Dormant	Ordinary	100 (*)
Spencer & Halstead Ltd	England	Dormant	Ordinary	100 (*)
Vacu-Blast International Ltd	England	Dormant	Ordinary	100 (*)

(*) Indirectly held through ownership of WGH UK Limited

WGH UK Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2022 (continued)

6 Fixed asset investments (continued)

The registered addresses of the undertakings in which the company has an interest at the year end are as follows:

WGH UK Limited
Wheelabrator House
22 Edward Court
Altrincham
Cheshire
WA14 5GL

Wheelabrator Technologies (UK) Limited
Wheelabrator House
22 Edward Court
Altrincham
Cheshire
WA14 5GL

Wheelabrator Group Limited
Wheelabrator House
22 Edward Court
Altrincham
Cheshire
WA14 5GL

Castalloy Europe Limited
Wheelabrator House
22 Edward Court
Altrincham
Cheshire
WA14 5GL

Striko UK Limited
Wheelabrator House
22 Edward Court
Altrincham
Cheshire
WA14 5GL

Wheelabrator OFT GmbH
Ferdinand-Porsche-Str. 23
51149 Cologne
Germany

Matrasur Composites SAS
28 Rue de Tournenfil
91540 Mennecy
France

Wheelabrator Group GmbH
Ferdinand-Porsche-Str. 23
51149 Cologne
Germany

Wheelabrator Schlick Sp. z o.o.
Ul. Słowackiego 53
62-300 Września
Poland

Wheelabrator Group NV
Lozenberg 22 Bus 3
1932 Zaventem
Belgium

Wheelabrator Group SLU
Gran Via de les Corts Catalanes
133 AT.B
08014 Barcelona
Spain

Wheelabrator Group Holdings GmbH
Ferdinand-Porsche-Str. 23
51149 Cologne
Germany

Wheelabrator Group SAS
28 Rue de Tournenfil
91540 Mennecy
France

DISA Industrie AG
Kasternenstr. 1
8184 Bachenbülach
Switzerland

DISA Industries A/S
Højager 8
2630 Taastrup
Denmark

DISA Industrieanlagen GmbH
Bismarckstr. 37
04249 Leipzig
Germany

Walther Trowal SARL
28 Rue de Tournenfil
91540 Mennecy
France

Wheelabrator-Berger Stiftung GmbH
Ferdinand-Porsche-Str. 23
51149 Cologne
Germany

Blast Cleaning Techniques Ltd.
Wheelabrator House
22 Edward Court
Altrincham
Cheshire
WA14 5GL

Nolten GmbH
Heinrich-Schlick-Str. 2
48629 Metelen
Germany

OT Oberflächentechnik Maschinen und
Werkzeuge Handles GmbH
Ferdinand-Porsche-Str. 23
51149 Cologne
Germany

Abrasive Developments Ltd
Wheelabrator House
22 Edward Court
Altrincham
Cheshire
WA14 5GL

Impact Finishers Ltd
Wheelabrator House
22 Edward Court
Altrincham
Cheshire
WA14 5GL

Spencer & Halstead Ltd
Wheelabrator House
22 Edward Court
Altrincham
Cheshire
WA14 5GL

Vacu-Blast International Ltd
Wheelabrator House
22 Edward Court
Altrincham
Cheshire
WA14 5GL

WGH UK Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2022 (continued)

7 Creditors: amounts falling due within one year

	2022 £000	2021 £000
Amounts owed to group undertakings	23,526	22,412
Debt issuance costs	(11)	(42)
	<u>23,515</u>	<u>22,370</u>

8 Creditors: amounts falling due after one year

	2022 £000	2021 £000
Amounts owed to group undertakings	25,792	24,726

Amounts owed to group undertakings are unsecured, carry interest at market representative rates, and are repayable on 31 January 2027. The associated loan agreements replace the previous agreements ending on 31 January 2023.

9 Called up share capital and reserves

	2022 £000	2021 £000
<i>Allotted, called up and fully paid</i>		
4,503,693 ordinary shares of €1 each	3,159	3,159

The company has one class of ordinary shares which carry no right to fixed income. The profit and loss reserve represents cumulative profits or losses, net of dividends paid and other adjustments.

10 Contingent liabilities

As at 31 December 2022, the Norican Group's debt and debt facilities comprised of €340.0m of 4.5% Senior Secured Notes due for repayment in 2023 and a revolving credit facility of €55.0m, with availability to 28 February 2023. On 28 February 2023, the group completed the refinancing of its debt. The €340.0m Senior Secured Notes were redeemed in full. New loans totalling €270.0m from a consortium of Nordic banks and investment funds, plus a new €60.0m revolving credit facility provided by certain members of the financing consortium, were put in place. The weighted average maturity of the term loans is greater than 4 years and the weighted average interest margin is under 6.0%.

In common with other participating companies, the company has given a fixed and floating charge on its assets to secure these facilities. At 31 December 2022, bank guarantees of €24.4m had been issued by the Group from the revolving credit facility.

WGH UK Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2022 (continued)

11 Ultimate controlling party and immediate controlling party

The directors regard Norican Global A/S registered in Denmark, as the ultimate parent company and Altor Fund IV Holding AB, registered in Sweden, as the ultimate controlling party.

The smallest and largest group in which the 2022 results of the company are consolidated is that headed by Norican Global A/S, registered address Hojager 8, DK-2630 Taastrup, Denmark. Group consolidated financial statements can be obtained from that address.