
ALcontrol Holdings (UK) Limited
Annual report and financial statements
For the year ended 31st December 2020

Registered number: 05257340

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Company information

Directors	J McGurk M Boyd
Company Secretary	C Aldag
Registered office	Rossmore Business Park Ellesmere port Cheshire England CH65 3EN
Registered number	05257340
Auditor	Deloitte LLP Statutory Auditor 110 Queen Street Glasgow G1 3BX United Kingdom

Strategic report

The Directors present their strategic report for the year ended 31st December 2020.

Principal activities

ALcontrol Holdings (UK) Limited is a holding company. During the year ended 31st December 2020 the Company had no trading activities.

On 31st December 2020, SGS Holding UK Limited acquired 100% of the shareholding of the Company for consideration of £36,566k. This as part of the purchase of the Analytics & Services trading division of the SYNLAB Group by the SGS Group.

The impact of this acquisition on the Company and its activities during the year and subsequently has been negligible.

Review of business

The Company had no third-party trading in the year. No future trading or cash generation are envisaged for the Company and it is therefore considered dormant. As a dormant entity the accounts will be prepared on a going concern basis until such time that the directors intend to liquidate the entity.

Financial review

Profit and loss

The profit after taxation for the year is £nil (loss for the year ended 31st December 2019: £225k).

Cash flow and balance sheet

No assets were acquired or disposed of in the year.

Principal risks and uncertainties

The trading subsidiary for which the Company acts as a holding company operates in a competitive trading environment. There is continued focus on their products offering and relationships with customers and staff to manage their industry risk.

Covid-19 has the potential to impact our colleagues, operations, customers and suppliers to an extent dependent upon such factors as:

- Levels of employee absence, virus reoccurrence, UK and international lockdowns, unemployment levels, severity of economic effects, speed and nature of recovery, extent of government interventions and insolvency levels.
- Impacts may lead to adverse impacts on sales activity, disruption in our ability to deliver our services due to supply chain services or loss of key employee resource and material bad debts, if a significant number of our large or SME clients experience financial distress.

To manage this risk:

- The management team meet regularly to identify emerging exposures, a review is made on our ability to manage them, defining and agreeing actions as required.
- Close dialogue with our critical suppliers and sufficient inventories held to deal with any anticipated scenarios.
- Various measures introduced to protect the health and safety of our colleagues and ensuring continuity of critical services and our customers. Measures being continually evaluated and adjusted to reflect Government and World Health Organisation guidelines.
- Resource planning to manage prolonged unavailability of key resources to maintain existing network levels.

Strategic report (continued)

Principal risks and uncertainty (continued)

The Directors and management team continue modelling of Covid-19 scenarios to identify and evaluate financial impacts with assessments of potential liquidity mitigation options. Risk assessments to identify potential strategic, operational, regulatory and colleague related exposures and review our Covid-19 responses for lessons learned and strengthen our crisis management capability.

The Company has seen no specific risk or impacts on its activities since Brexit and does not envisage any future adverse impacts arising.

No Government assistance has been required in regard to Brexit or Covid-19 and this position is not anticipated to change in future years.

Alcontrol Holdings (UK) Limited is an environmentally conscious company, which recognises the importance of the need for improved energy efficiency in order to address the issue of climate change. As such, energy and carbon data are captured and reported by our trading subsidiaries directly to our ultimate parent company.

Group risks are discussed in the Annual Report of the ultimate parent, SGS Societe Generale de Surveillance SA, which does not form part of this report.

Key performance indicators (KPIs)

The Director's do not consider there to be any indicative KPIs while the entity awaits future opportunities.

Strategy, stakeholders and board decisions (Section 172)

Section 172 of the Companies Act 2006 requires a Director of a company to act in the way he or she considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole. In doing this, section 172 requires a Director to have regard, among other matters, 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 maintaining a reputation for high standards of business conduct;
- and the need to act fairly with members of the Company.

The Directors believe all the factors above to be relevant and of importance, with careful consideration given to all when discharging their duties under section 172. The following summarises how the Directors have fulfilled their duties during 2020:

Employee Interests: Throughout the Covid-19 pandemic, our employee's health matters and wellbeing were the highest priority. We responded rapidly in ensuring that employees had the capability for home working, where this was possible and, for those where this was not, that our working environments had more than adequate social distancing signage, requirements and rules in place. Ensuring employees were provided with sufficient and adequate PPE was also prioritised. Regular health and safety news and Covid-19 specific updates were issued, containing latest guidelines and practices as advise by the appropriate regulatory bodies.

Strategic report (continued)

Strategy, stakeholders and board decisions (Section 172) (continued)

Customers and Suppliers: From the onset of the pandemic, we endeavoured to be available for our customers' requirements and execute the work within a safe environment and in compliance with changing legislation. We continue to provide customers with the highest quality of services, helping to make their businesses more profitable and sustainable, the value of which is passed on to society in the form of job security for employees and higher quality products. We continue to offer our suppliers financial strength by adding stability to their businesses and bringing indirect benefits to society, placing a strong focus on working with these suppliers to ensure high standards of quality and sustainability.

Reputation and Standards of Business Conduct: At all times throughout the year, we have looked to reinforce the importance of maintaining the highest standards of conduct throughout the business, both internally and externally. This to ensure that the strong reputation of the Company and its subsidiary entities remains. Through clearly communicating the culture of the Company to employees and promotion of this to all external stakeholders we ensure that our customer-centric focus and commitment to excellence of service provision is continued.

Approved by the Board of Directors
and signed on behalf of the Board



J. McGurk
Director

27 August 2021

Rossmore Business Park

Ellesmere Port

South Wirral

Cheshire

CH65 3EN

Directors' report

The Directors present their report and the audited financial statements for ALcontrol Holdings (UK) Limited (the "Company") for the year ended 31st December 2020.

Principal activity

The principal activity of the Company is that of an Intermediate holding company.

On 31st December 2020, SGS Holding UK Limited acquired 100% of the shareholding of the Company for consideration of £36,566k. This as part of the purchase of the Analytics & Services trading division of the SYNLAB Group by the SGS Group.

The impact of this acquisition on the Company and its activities during the year and subsequently has been negligible.

Future developments

As an intermediary holding company, we do not expect any ongoing material financial impact from the UK leaving the European Union. Additionally, no adverse financial impact is anticipated as a result of the ongoing Covid-19 pandemic.

At the date of signing of this report, the directors continue to explore the potential for future investment opportunities.

Results and dividends

The profit after taxation for the year is £nil (loss for the year ended 31st December 2019: £225k).

The Directors cannot recommend the payment of a dividend (year ended 31st December 2019: £nil).

Directors

The Directors of the Company during the year and thereafter were:

N Stopford (resigned 31st December 2020)
S Voulon (resigned 31st December 2020)
J McGurk (appointed 31st December 2020)
M Boyd (appointed 31st December 2020)

The Company has made qualifying third-party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Going concern

No future trading or cash generation is envisaged for the Company and the Company is dormant. As a dormant entity the accounts will be prepared on a going concern basis until such time that the directors intend to liquidate the entity.

Financial risk management objectives and policies

The company's activities expose it to a number of financial risks including credit risk, cash flow risk and liquidity risk. The use of financial derivatives is governed by the company's policies approved by the board of directors, which provide written principles on the use of financial derivatives to manage these risks. The company does not use derivative financial instruments for speculative purposes.

Credit risk

There are no significant concentrations of credit risk within the Company.

Directors' report (continued)

Financial risk management objectives and policies (continued)

Cash flow and interest rate risk

There are no interest rate risks within the Company.

The Company ended the year with no cash and no foreseeable future cash flows.

Foreign exchange risk

There are no foreign exchange risks within the Company.

Liquidity risk

There are no liquidity risks within the Company.

Political donations and expenditure

There were no political donations made or political expenditure incurred during the current or prior years.

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.

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

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

Post Balance sheet events

The ongoing crisis with Covid-19 is not envisaged to have any impact for the Company. Subsequent events note (note 14) refers.

This report was approved and authorised for issue by the board on 27 August 2021 and was signed on its behalf by:



.....
J McGurk
Director

Rossmore Business Park
Ellesmere Port
South Wirral
Cheshire
CH65

Statement of Directors' responsibilities

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with *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 judgments 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 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.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent auditor's report to the members of ALcontrol Holdings (UK) Limited (continued)

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of ALcontrol Holdings (UK) Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 11.

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).

Basis for opinion

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

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (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.

Independent auditor's report to the members of ALcontrol Holdings (UK) Limited (continued)

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.

Responsibilities of directors

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

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the

Independent auditor's report to the members of ALcontrol Holdings (UK) Limited (continued)

going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

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

Extent to which 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 material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory framework that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included the Companies Act and Tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty. These included the Companies Act and Tax legislation.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

Independent auditor's report to the members of ALcontrol Holdings (UK) Limited (continued)

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

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

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and external legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

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

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or

Independent auditor's report to the members of ALcontrol Holdings (UK) Limited (continued)

- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

Use of our report

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



Paul Hazelton CA (Senior statutory auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

Glasgow, United Kingdom

31 August 2021

Profit and loss account

For the year ended 31st December 2020

		Year ended 31 st December 2020 £'000	Year ended 31 st December 2019 £'000
	Note		
Administrative income	4	-	-
Dividend income		-	2,944
Operating profit		-	2,944
Impairment of investment	8	-	(3,169)
(Loss) before taxation		-	(225)
Tax on (loss)	6	-	-
(Loss) for the financial year		-	(225)

Dividend income is received from ALcontrol Holdings Ltd.

No separate Statement of Other Comprehensive Income has been presented as all such income and expenses are presented in the Profit and Loss Account.

All activities relate to discontinued activities.

The notes on pages 16 to 21 are an integral part of these financial statements.

Balance sheet

As at 31st December 2020

	Note	31st December 2020 £'000	31st December 2019 £'000
Fixed assets	7		
Investments		-	-
Creditors: amounts falling due within one year		-	-
Net current liabilities		-	-
Total assets less current liabilities		-	-
Creditors: amounts falling due after more than one year		-	-
Net liabilities		-	-
Capital and reserves			
Called up share capital	8	3,329	3,329
Share premium reserve		67,385	67,385
Profit and loss account		(70,714)	(70,714)
Shareholders' deficit		-	-

The Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group accounts.

These financial statements (company number: 05257340) were approved and authorised for issue by the board on 27 August 2021 and were signed on its behalf by:


 J McGurk
 Director

The notes on pages 17 to 22 are an integral part of these financial statements.

Statement of changes in equity

As at 31st December 2020

	Note	Share capital £000's	Share premium reserve £000's	Profit and loss account £000's	Total equity £000's
At 1st January 2019		53,004	67,385	(123,493)	(3,104)
Loss and total comprehensive expense for the year		-	-	(225)	(225)
Restructure of capital		(53,004)	-	53,004	-
Issue of new capital	11	3,329	-	-	3,329
At 31st December 2019		<u>3,329</u>	<u>67,385</u>	<u>(70,714)</u>	<u>-</u>
Loss and total comprehensive expense for the year		-	-	-	-
At 31st December 2020		<u>3,329</u>	<u>67,385</u>	<u>(70,714)</u>	<u>-</u>

Notes to the financial statements

For the year ended 31st December 2020

1 Accounting policies

1.1 General information

ALcontrol Holdings (UK) Limited (the "Company") is a private company limited by shares, incorporated in the United Kingdom under the Companies Act 2006 and registered in England and Wales. The address of its registered office and principal place of business is Rossmore Business Park, Ellesmere Port, Cheshire, England, CH65 3EN.

The principal activity of the Company is that of an intermediate holding company.

These financial statements have been presented in Pounds Sterling as this is the Company's functional currency, being the currency of the primary economic environment in which the Company operates.

Amounts presented in these financial statements are rounded either up or down to the nearest thousand pounds.

1.2 Basis of preparation

These financial statements have been prepared in accordance with FRS 102 *The Financial Reporting Standard Applicable in the UK and Republic of Ireland* ("FRS 102") and applicable legislation as set out in the companies act 2006. ALcontrol Holdings (UK) Limited meets the definition of a qualifying entity under FRS 102, and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. The Company has taken advantage of the exemption provided by Section 401 of the Companies Act 2006 not to prepare group financial statements on the grounds that ALcontrol Holdings (UK) Limited is consolidated in the financial statements of its ultimate parent company, SGS SA, a company incorporated in Switzerland. Copies of the financial statements of SGS SA are available from 1 Place des Alpes, B.P. 2152, CH-1211 Geneve 1, Switzerland. In accordance with paragraph 1.12 of FRS102, as a qualifying entity, the Company has taken exemptions in these separate company financial statements in relation to the following disclosures:

- (a) The requirements of Section 7 Statement of Cash Flows and paragraph 3.17(d).
- (b) The requirement of paragraph 33.7 with respect to key management personnel compensation.
- (c) The requirements of Sections 11 and 12 for certain financial instruments.

The financial statements have been prepared under the historical cost convention and are presented in sterling (£).

1.3 Going concern

No future trading or cash generation is envisaged for the Company and the Company is dormant. As a dormant entity the accounts will be prepared on a going concern basis until such time that the directors intend to liquidate the entity.

1.4 Investments

Investments in subsidiary undertakings are recognised at cost less accumulated impairment losses.

Notes to the financial statements (continued)

For the year ended 31st December 2020

1 Accounting policies (continued)

1.5 Taxation

The tax expense for the period comprises current and deferred tax. Tax currently payable, relating to UK corporation tax, is calculated on the basis of the tax rates and laws that have been enacted or substantively enacted as at the reporting date.

Deferred tax is recognised on all timing differences that have originated but not reversed at the reporting date. 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 give rise to a deferred tax liability or asset. Timing differences are differences between taxable profits and total comprehensive income as stated in the financial statements that arise from the inclusion of income and expenses in tax assessments in years different from those in which they are recognised in the financial statements.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted as at the reporting date, that are expected to apply to the reversal of the timing difference. The tax expense is recognised in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense.

Deferred income tax assets are recognised only to the extent that, on the basis of all available evidence, it is deemed probable that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

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

1.6 Financial instruments

Financial assets and liabilities are recognised when the Company becomes party to the contractual provisions of the financial instrument. The Company holds only basic financial instruments, which comprise cash and cash equivalents, debtors and creditors.

Financial assets – classified as basic financial instruments

Debtors

Debtors are initially recognised at the transaction price, including any transaction costs, and are subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Amounts that are receivable within one year are measured at the undiscounted amount expected to be received, net of any impairment. Where a financial asset constitutes a financing transaction it is initially and subsequently measured at the present value of the future payments, discounted at a market rate of interest.

Financial liabilities – classified as basic financial instruments

Creditors

Creditors are initially measured at the transaction price, including any transaction costs, and are subsequently measured at amortised cost using the effective interest method. Amounts that are payable within one year are measured at the undiscounted amount expected to be payable. Where a financial liability constitutes a financing transaction it is initially and subsequently measured at the present value of the future payments, discounted at a market rate of interest.

Notes to the financial statements (continued)

For the year ended 31st December 2020

1 Accounting policies (continued)

1.7 Classification of financial instruments issued by the Company

Financial instruments issued by the Company are treated as equity (i.e. forming part of shareholders' funds) only to the extent that they meet the following two conditions:

- a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in the financial statement for called up share capital and share premium exclude amounts in relation to those shares.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance payments associated with financial instruments are classified as part of shareholders' funds.

1.8 Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

1.9 Dividend income

Dividend income is recognised in profit or loss on the date that the Company's right to receive payment is established.

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, 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.

The Directors do not consider there to be any critical accounting judgements that must be applied.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The Directors do not consider there to be any estimates or assumptions that have a significant risk of causing a material adjustment to the carrying value of assets and liabilities within the next financial year.

Notes to the financial statements (continued)

For the year ended 31st December 2020

3 Employee information

The Company had no employees in both current and prior year. The Directors of the Company did not receive any emoluments for services provided in the current or prior year.

4 Auditor's remuneration

The auditor's remuneration of £4k (year to 31st December 2019: £4k) represents amounts charged in respect of the audit of the company's financial statements. Fees charged by the auditor in relation to non-audit services provided in the year amounted to £nil (2019: £nil). Auditor's remuneration was paid by SYNLAB Analytics & Services United Kingdom Limited on behalf of the Company and is not recharged.

5 Taxation

	Year to 31 st December 2020 £'000	Year to 31 st December 2019 £'000
Tax expense in profit or loss		
UK corporation tax	-	-
Deferred tax		
Origination and reversal of temporary differences	-	-
Total tax expense recognised in profit or loss	-	-

Tax reconciliation

The standard tax rate applied for the reconciliation is the corporate tax rate of 19% (31st December 2019: 19%).

As part of the Budget 2020, the UK Government announced on 11 March 2020 that the corporation tax rate would be maintained at 19% for financial years 2020 and 2021. This was substantively enacted on 17 March 2020 and received Royal Assent 22 July 2020. On 3 March 2021, within Budget 2021, it was announced that this corporation tax rate would be maintained for a further year, before increasing to 25% for financial year 2023. However, legislation in respect of this increase is still to be substantively enacted.

The profit or loss charge for the year can be reconciled to the (loss)/profit for the year as follows:

	Year to 31 st December 2020 £'000	Year to 31 st December 2019 £'000
(Loss)/profit before taxation	-	(225)
Income tax calculated at 19% (year to 31 st December 2019: 19%)	-	(43)
Effect of expenses that are not deductible	-	602
Income not taxable	-	(559)
Amounts offset by Group Relief	-	-
Total tax expense recognised in profit or loss	-	-

Notes to the financial statements (continued)

For the year ended 31st December 2020

6 Deferred tax

There are no deferred tax assets or liabilities recognised in the balance sheet because of uncertainty of their future realisation.

The element of unrecognised deferred tax assets are as follows:

	31 st December 2020 £'000	31 st December 2019 £'000
Unrecognised tax losses	-	6,563

7 Investments in subsidiary undertakings

	31 st December 2020 £'000
Cost at 31 st December 2019	164,360
Impairment of investment at 31 st December 2019	(164,360)
Carrying value at 31 st December 2019 & 2020	-

The impairment in the year ended 31st December 2019 related to the investment in ALcontrol Holdings Ltd.

The companies in which the Company's direct interest at the year-end is more than 20% are as follows:

Subsidiary undertakings	Country of Incorporation & registered address	Principal activity	Class and percentage of shares held
ALcontrol Holdings Limited	United Kingdom Registered office: Unit 6, Parc Caer Seion, Conwy, UK, LL32 8FA	Intermediate holding company	100% ordinary

The companies in which the Company's indirect interest at the year-end is more than 20% are as follows:

ALcontrol Financial Limited	United Kingdom Registered office: Unit 6 Parc Caer Seion, Conwy, LL32 8FA	Finance company	100% ordinary
ALcontrol Netherlands Limited	United Kingdom Registered office: Unit 6, Parc Caer Seion, Conwy, UK, LL32 8FA	Non-trading	100% ordinary
SYNLAB Analytics & Services United Kingdom Limited (formerly ALcontrol Tribology Limited)	United Kingdom Registered office: 44 Colbourne Crescent, Nelson Park, Cramlington, NE23 1WB	Testing services	100% ordinary

Notes to the financial statements (continued)

For the year ended 31st December 2020

8 Called up share capital

	Number	Nominal value £
Authorised:		
'A' ordinary shares of £0.01 each		
As at 31 st December 2019 & 2020	<u>338,000,904</u>	<u>3,380,009</u>
Allotted, called up and fully paid:		
'A' ordinary shares of £0.01 each		
As at 31 st December 2019 & 2020	<u>332,887,079</u>	<u>3,328,870</u>

Each ordinary share is entitled to one vote in any circumstances and carries no right to fixed income.

9 Commitments

The Company has no outstanding commitments at the year-end (year ended 31st December 2019: £nil).

10 Parent undertaking & ultimate controlling party

For the period 1st January 2020 to 30th December 2020, the immediate parent undertaking of ALcontrol Holdings (UK) Limited was ALcontrol Group Limited, registered office Unit 6, Parc Caer Seion, Conwy, UK, LL32 8FA.

The Company's ultimate parent Company and ultimate controlling party during this period was Ephios Luxembourg Sarl a Company registered in Luxembourg. The group is ultimately owned by funds, advised by Cinven Capital Management (V) General Partner Limited, East Wing, Trafalgar Court, Les Banques, St Peter Port, GY1 3PP, Guernsey, authorised and regulated by the Guernsey Financial Services Commission.

From 31st December 2020, following the sale of the Company, the immediate parent undertaking of ALcontrol Holdings (UK) Limited is now SGS Holding UK Limited, the registered office of which is the same as ALcontrol Holdings (UK) Limited and is given on page 1.

The ultimate parent company and controlling party of ALcontrol Holdings (UK) Limited, from this date, is SGS Societe Generale de Surveillance SA, a company incorporated in Switzerland.

The parent undertaking of the smallest and largest company which includes the company for which group accounts are prepared is SGS Societe Generale de Surveillance SA. Copies of the financial statements of SGS Societe Generale de Surveillance SA are available from 1 Place des Alpes, B.P.2152, CH-1211 Genève 1, Switzerland, which is the registered office of SGS SA.

11 Subsequent events

As set out within the strategic report, no impact is anticipated from the ongoing Covid-19 pandemic.