

REGISTERED NUMBER: 05293427 (England and Wales)

**STRATEGIC REPORT, REPORT OF THE DIRECTORS AND
AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018
FOR
ESAB GROUP RUSSIA LIMITED**



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FOR THE YEAR ENDED 31 DECEMBER 2018**

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ESAB GROUP RUSSIA LIMITED (REGISTERED NUMBER: 05293427)

**COMPANY INFORMATION
FOR THE YEAR ENDED 31 DECEMBER 2018**

DIRECTORS:

K Atkins
W B Flexon
M P Lehman
D A Pryor
E A Raperport
G Rostron

REGISTERED OFFICE:

322 High Holborn
6th Floor
London
WC1V 7PB
United Kingdom

COMPANY SECRETARY:

PricewaterhouseCoopers LLP
1 Embankment Place, WC2N 6RH
United Kingdom

REGISTERED NUMBER:

05293427 (England and Wales)

AUDITORS:

Ernst & Young LLP, Glasgow

**STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2018**

The directors present their strategic report for the year ended 31 December 2018.

REVIEW OF BUSINESS

The principal activity of the company in the year under review was that of acting as a general commercial company and no change is planned in its activities in the year to 31 December 2019.

The profit for the year, after taxation, was RUR 572,305,000 (2017: RUR 667,767,000).

The financial position at the year end was considered satisfactory.

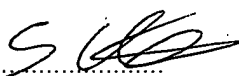
PRINCIPAL RISKS AND UNCERTAINTIES

The company is a wholly owned subsidiary of Colfax Corporation. From the perspective of the company, the principal risks and uncertainties and financial risk management are aligned with the principal risks and uncertainties and financial risk management of Colfax Corporation and its subsidiaries. The principal risks and uncertainties and financial risk management of Colfax Corporation and its subsidiaries, which include those of the company, are discussed in the annual report of Colfax Corporation, which does not form part of this report.

KEY PERFORMANCE INDICATORS (KPIs)

Given the straightforward nature of the business, the directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or financial position of the business. The development, performance and financial position of Colfax Corporation subsidiaries, which includes the company, are discussed in the annual report of Colfax Corporation which does not form part of this report.

ON BEHALF OF THE BOARD:


.....
G Rostron - Director

Date: 12 September 2019

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2018**

The directors present their report with the financial statements of the company for the year ended 31 December 2018.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2018.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2018 to the date of this report.

K Atkins
W B Flexon
M P Lehman
D A Pryor

A L Puckett – resigned 12 February 2019
E A Raperport
G Rostron

GOING CONCERN

The company's ultimate parent has confirmed that it will ensure that sufficient funds are available so that the company can continue to meet its obligations for a period of at least 12 months from the date of approval of the financial statements. Accordingly, these financial statements have been prepared on the going concern basis.

DIRECTORS' QUALIFYING THIRD PARTY INDEMNITY PROVISION

A L Puckett, D A Pryor, M P Lehman, W B Flexon, E A Raperport and G Rostron have been granted a qualifying third party indemnity, as defined in the Companies Act 2006, by the ultimate parent company, Colfax Corporation, to the extent permitted by law in respect of certain liabilities incurred as a result of their office in associated companies. They are indemnified against liability to third parties, excluding criminal liability and regulatory penalties and certain other liabilities. In addition, Colfax Corporation may pay the directors' legal costs as they are incurred, subject to reimbursement if the director is convicted, or if judgement is given against the director in an action brought against the company. Such indemnities survive the resignation of each director.

AUDITORS

In accordance with section 485 of the Companies Act 2006, a resolution is to be proposed at the Annual General Meeting for reappointment of Ernst & Young LLP as auditor of the company.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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). 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 accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2018 - CONTINUED**

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are each aware, there is no relevant audit information (that is, information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and each director has taken all the steps they 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 auditors are aware of that information.

ON BEHALF OF THE BOARD:



.....
G Róstron - Director

Date: 12 September 2019

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ESAB GROUP RUSSIA LIMITED-CONTINUED

Opinion

We have audited the financial statements of ESAB Group Russia Limited for the year ended 31 December 2018 on pages 8 to 15 which comprise the Income statement, Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes 1 to 10. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

In our opinion, the financial statements:

- ▶ give a true and fair view of the company's affairs as at 31st December 2018 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'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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ESAB GROUP RUSSIA LIMITED-CONTINUED

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- ▶ the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- ▶ the strategic report and 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 3], 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.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
ESAB GROUP RUSSIA 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.

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.

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.

Ernst & Young LLP

Janie McMin (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Glasgow, Statutory Auditor
Glasgow

Date: 17/9/19

ESAB GROUP RUSSIA LIMITED (REGISTERED NUMBER: 05293427)

**INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Notes	2018 RUR'000	2017 RUR'000
TURNOVER		<u>-</u>	<u>-</u>
OPERATING RESULT	2	-	-
Interest receivable and similar income	3	572,310	667,767
Interest payable and similar expenses	4	<u>(5)</u>	<u>-</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		572,305	667,767
Tax on profit on ordinary activities	5	<u>-</u>	<u>-</u>
PROFIT FOR THE FINANCIAL YEAR		<u><u>572,305</u></u>	<u><u>667,767</u></u>

The notes form part of these financial statements

ESAB GROUP RUSSIA LIMITED (REGISTERED NUMBER: 05293427)

**OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Notes	2018 RUR'000	2017 RUR'000
PROFIT FOR THE YEAR		572,305	667,767
OTHER COMPREHENSIVE INCOME		<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>572,305</u>	<u>667,767</u>

The notes form part of these financial statements

ESAB GROUP RUSSIA LIMITED (REGISTERED NUMBER: 05293427)

**BALANCE SHEET
31 DECEMBER 2018**

	Notes	2018 RUR'000	2017 RUR'000
CURRENT ASSETS			
Debtors	6	6,347,549	4,995,271
Cash at bank and in hand		<u>26</u>	<u>-</u>
NET CURRENT ASSETS		6,347,575	4,995,271
NON CURRENT ASSETS	6	<u>1,525,256</u>	<u>2,305,255</u>
NET ASSETS		<u>7,872,831</u>	<u>7,300,526</u>
CAPITAL AND RESERVES			
Called up share capital	7	-	-
Share premium	8	4,466,838	4,466,838
Retained earnings	8	<u>3,405,993</u>	<u>2,833,688</u>
SHAREHOLDERS' FUNDS	9	<u>7,872,831</u>	<u>7,300,526</u>

The financial statements were approved by the Board of Directors on 12 September 2019 and were signed on its behalf by:


.....
G Rostron - Director

The notes form part of these financial statements

ESAB GROUP RUSSIA LIMITED (REGISTERED NUMBER: 05293427)

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Retained earnings RUR'000	Share premium RUR'000	Total equity RUR'000
Balance at 1 January 2017	2,165,921	4,466,838	6,632,759
Changes in equity			
Total comprehensive income	<u>667,767</u>	<u>-</u>	<u>667,767</u>
Balance at 31 December 2017	<u>2,833,688</u>	<u>4,466,838</u>	<u>7,300,526</u>
Changes in equity			
Total comprehensive income	<u>572,305</u>	<u>-</u>	<u>572,305</u>
Balance at 31 December 2018	<u>3,405,993</u>	<u>4,466,838</u>	<u>7,872,831</u>

The notes form part of these financial statements

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

ESAB Group Russia Limited is a limited liability company incorporated in England. The Registered Office is 322 High Holborn, 6th Floor, London, WC1V 7PB.

Going concern

The company's ultimate parent has confirmed that it will ensure that sufficient funds are available so that the company can continue to meet its obligations for a period of at least 12 months from the date of approval of the financial statements. Accordingly, these financial statements have been prepared on the going concern basis.

Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirement of Section 33 Related Party Disclosures paragraph 33.7.

Deferred tax

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.

A net deferred tax asset is recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

Amounts owed by or to group undertakings

Amounts owed by or to group undertakings are initially recorded at the present value of future payments discounted at a market rate of interest for a similar loan. Subsequently, they are measured at amortised cost using the effective interest method. Amounts that are due within one year are not discounted.

Foreign currencies

Monetary assets and liabilities denominated in overseas currencies are translated at the rate of exchange ruling on the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling on the date of the transaction. All translation differences are taken to the profit and loss account.

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2018**

1. ACCOUNTING POLICIES - continued

Interest and dividends

Interest payable or receivable on amounts due to or from group companies is calculated using the effective interest method.

Dividend distributions to the company's shareholders are recognised in the accounts in the period when paid. Dividends receivable are recognised when the company's right to receive payment has been established and is unconditional.

2. OPERATING RESULT

Directors' emoluments

The company's directors are employed and remunerated by a fellow subsidiary undertaking in respect of their services as a director of a number of group companies. No recharge is made to the company and it is not possible to make an accurate apportionment of their emoluments in respect of each of the group companies. Directors' emoluments are disclosed in the employing company's financial statements.

Employees

The company has no employees.

Auditors' Remuneration

Auditors' remuneration was borne by a fellow subsidiary undertaking in the current and prior year.

3. INTEREST RECEIVABLE AND SIMILAR INCOME

	2018 RUR'000	2017 RUR'000
Group interest receivable	569,266	670,965
Foreign exchange gain/(loss)	<u>3,044</u>	<u>(3,198)</u>
	<u>572,310</u>	<u>667,767</u>

4. INTEREST PAYABLE AND SIMILAR EXPENSES

	2018 RUR'000	2017 RUR'000
Bank charges payable	<u>(5)</u>	<u>-</u>
	<u>(5)</u>	<u>-</u>

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2018**

5. TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose for the year ended 31 December 2018 nor for the year ended 31 December 2016.

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is lower than (2017: lower than) the standard rate of corporation tax in the UK. The difference is explained below:

	2018 RUR'000	2017 RUR'000
Profit on ordinary activities before tax	<u>572,305</u>	<u>667,767</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19.00% (2017 – 19.25%)	108,738	128,545
Effects of: Group relief claimed for nil payment	<u>(108,738)</u>	<u>(128,545)</u>
Total tax charge	<u>-</u>	<u>-</u>

There are no unrecognised deferred tax assets or liabilities which should be disclosed in these financial statements.

The main rate of corporation tax reduced from 20% to 19% effective from 1 April 2017. The Finance Act 2016, substantially enacted on 6 September 2016, includes legislation that will further reduce the main rate of corporation tax to 17%, effective from 1 April 2020.

6. DEBTORS: AMOUNTS OWED BY GROUP UNDERTAKINGS

	2018 RUR'000	2017 RUR'000
Amounts falling due within one year	6,347,549	4,995,271
Amounts falling due after more than one year	<u>1,525,256</u>	<u>2,305,255</u>
	<u>7,872,805</u>	<u>7,300,526</u>

Amounts falling due within one year are unsecured, have no fixed repayment date, are repayable on demand and interest is received at RUR LIBOR minus 1% subject to a minimum of 0%.

Amounts falling due after more than one year are unsecured, have no fixed repayment date, are repayable on demand and interest is fixed at 11%.

7. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2018 RUR	2017 RUR
2	ordinary shares	RUR 1	<u>2</u>	<u>2</u>

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2018

8. RESERVES

	Retained earnings RUR'000	Share premium RUR'000	Totals RUR'000
At 1 January 2018	2,833,688	4,466,838	7,300,526
Profit for the year	<u>572,305</u>	<u>-</u>	<u>572,305</u>
At 31 December 2018	<u>3,405,993</u>	<u>4,466,838</u>	<u>7,872,831</u>

9. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2018 RUR'000	2017 RUR'000
Profit for the financial year	572,305	667,767
Net addition to shareholders' funds	572,305	667,767
Opening shareholders' funds	<u>7,300,526</u>	<u>6,632,759</u>
Closing shareholders' funds	<u>7,872,831</u>	<u>7,300,526</u>

10. ULTIMATE PARENT COMPANY

The company's shares are held by ESAB Holdings Limited, its immediate parent company and controlling party. The company regards Colfax Corporation, which is listed on the New York Stock Exchange, as the Company's ultimate parent company and controlling party.

The parent undertaking of the largest and smallest group of undertakings for which group financial statements for the year ended 31 December 2018 are prepared and of which the company is a member is Colfax Corporation, a company incorporated in the United States of America. Copies of its group financial statements are publicly available at www.colfaxcorp.com