

ESAB Technology Limited
Annual report and financial statements
for the year ended 31 December 2021

Registered Number: 05582490



ESAB Technology Limited

Annual report for the year ended 31 December 2021

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ESAB Technology Limited

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Directors and advisers for the year ended 31 December 2021

Directors

J Evanko

H Hotchkiss

Secretary

PricewaterhouseCoopers LLP

Independent Auditors

Ernst & Young LLP

G1, 5 George Square

Glasgow

G2 1DY

Registered Office

One Chamberlain Square

Birmingham

United Kingdom

B3 3AX

Solicitors

Brodies LLP

110 Queen Street

Glasgow

G1 3BX

Dentons UK and Middle East LLP

One Fleet Place

London

EC4M 7WS

ESAB Technology Limited

Registered Number: 05582490

Strategic report for the year ended 31 December 2021

The Directors present their strategic report for the year ended 31 December 2021.

Business review, principal activities and future developments

The financial position of the Company as at 31 December 2021 is considered in line with expectations as a result of the group restructuring. The Company's result for the year is £ nil (2020: £ nil). The current result is the expected steady state of the business.

The principal activity of the Company continues to be as a holding company whose subsidiary is engaged in specialist engineering activities, principally in the design and manufacture of air and gas handling equipment.

Principal risks and uncertainties

The Company's principal financial instruments comprise inter-group loans. The principal risks to which the Company is exposed to are those relating to credit, liquidity and interest rate risk. These risks are managed in accordance with Board approved policies.

Credit risk

The credit risk associated with the Company's inter-group receivables is considered to be limited.

Liquidity risk

The Company obtains funds for its operations via the Group's bank facilities. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and loans.

Interest rate risk

The Company's inter-group balances are subject to variable interest rates. Interest rate risk is regularly monitored and is not considered to be material

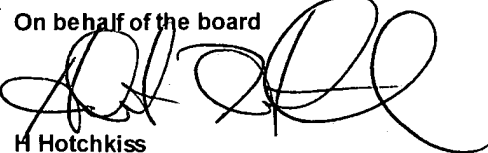
Key performance indicators

Performance of the Company is assessed based on performance of the underlying investments of the Company.

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

	2021	2020
	£'000	£'000
Result before tax	-	-
Net assets	766,762	766,762

On behalf of the board



H Hotchkiss
Director

13 September 2023

ESAB Technology Limited

Registered Number: 05582490

Directors' report for the year ended 31 December 2021

The Directors present their report for the year ended 31 December 2021.

Directors

The Directors who held office during the year and up to the date of signing are as follows:

M P Lehman (resigned 23 March 2023)

J Evanko (appointed 23 March 2023)

A Irvine (resigned 23 March 2023)

H Hotchkiss (appointed 23 March 2023)

Future developments

The future developments of the Company are described in the Strategic Report.

Dividend

No dividends were paid during the year (2020: £ nil).

Financial risk management

The central treasury function of the Group, Howden Finance Limited, is responsible for ensuring the availability of funding arrangements in order to meet the ongoing requirements of the group and Company. In addition, it is responsible for managing the interest rate risk, liquidity risks and balance sheet foreign exchange translation risks of the group and Company.

Post balance sheet events

On November 8, 2022, the ultimate parent entered into an Equity Purchase Agreement (the "Purchase Agreement") with Chart Industries, Inc. (the "Buyer"). Pursuant to the Purchase Agreement, the Buyer will acquire (the "Transaction"), all of the equity interests of the ultimate parent, which constitutes the business of Howden. The base purchase price for this transaction is \$4.4 billion, subject to customary purchase price adjustments for cash, indebtedness, transaction expenses and working capital. The transaction closed on 17 March 2023.

In response to the current crisis in Ukraine, Granite Holdings II B.V. (the Group) has ceased accepting any new business from customers in Russia and from customers in Belarus, either through direct or indirect channels. The Group are in full compliance with all applicable sanctions. At this time, we do not believe that the conflict has had a material impact on the Group or Company business, operations, financial condition or prospects.

Streamlined energy and carbon reporting (SECR)

Under The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018, Howden Finance Limited does not meet the size threshold for disclosure of SECR.

Going Concern

The financial statements have been prepared on the going concern basis. On 17 March 2023, Granite Holdings II B.V. (the ultimate parent) was acquired by Chart Industries, Inc. As a result, Chart industries, Inc, a company listed on the New York stock exchange, is the ultimate parent of ESAB Technology Limited. The ultimate parent has provided a letter of support confirming it will provide support for the period through to 31 December 2024. The directors of the Company have considered the ability of the parent to provide financial support through directly reviewing the going concern assessment of the parent.

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Directors' report (continued)

Going Concern (continued)

In assessing the basis of preparation of the financial statements, the parent has undertaken an assessment of going concern, considering financial forecasts for the period to 31 December 2024. The parent delivered year on year growth in underlying profitability and cash generation in year ended 31 December 2022. The directors of the parent considered financial forecasts and utilised scenario analysis to test the adequacy of the parent's liquidity. This included confirming that the parent will be cash positive under what it believes is the most likely worst case scenario, which assumed a phased reduction of approximately 15% of revenue with resulting reduction in EBITDA. As a result, the parent continues to adopt the going concern basis of accounting in preparing the group financial statements.

Taking the parent going concern assessment into consideration, the board of directors of the Company have a reasonable expectation that the parent has sufficient resources to provide ongoing financial support through to at least 31 December 2024. Accordingly, the directors of the Company consider it appropriate to adopt the going concern basis in preparing the financial statements.

Directors' Indemnities

The Company has purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors.

Independent auditors

The auditors, Ernst & Young LLP, will not continue in office. This is due to change of control of the ultimate parent, for whom Ernst & Young LLP are not the auditors. A resolution will be set at the Annual General Meeting to appoint new auditors.

Disclosure of information to auditors

The directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Statement of directors' responsibilities

The Directors are responsible for preparing the Strategic Report, Directors' 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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102)". 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:

ESAB Technology Limited

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Directors' report (continued)

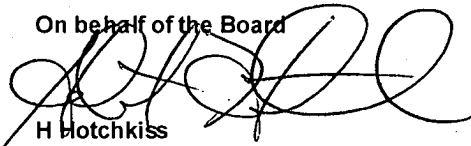
Statement of directors' responsibilities (continued)

- 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 including FRS 102 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.

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

On behalf of the Board



H Hotchkiss
Director

13 September 2023

Independent auditors' report to the members of ESAB Technology Limited

We have audited the financial statements of ESAB Technology Limited for the year ended 31 December 2021 which comprise the Income statement and statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and the related notes 1 to 10, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 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 company's affairs as at 31 December 2021 and of its results 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. 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 to 31 December 2024.

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

Other information

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

Independent auditors' report to the members of ESAB Technology Limited (continued)

Other information (continued)

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.

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 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 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.

Independent auditors' report to the members of ESAB Technology Limited (continued)

Auditor's responsibilities for the audit of the financial statements

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

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.


- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (FRS 102 and Companies Act 2006) and relevant tax compliance in the UK.
- We understood how ESAB Technology Limited is complying with those frameworks by making enquiries of management and those responsible for legal and compliance procedures. We corroborated our enquiries through our review of board minutes, and we noted that there was no contradictory evidence.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by meeting with management to understand where they considered there was susceptibility to fraud. We also considered performance targets and their propensity to influence on efforts made by management to manage earnings. We considered the programmes and controls that the company has established to address risks identified, or that otherwise prevent, deter and detect fraud, and how senior management monitors those programmes and controls at a group level. Where the risk was considered to be higher, we performed audit procedures to address the identified fraud risk. These procedures included testing journals indicating manual or unusual transactions based on our understanding of the business against specific risk criteria and were designed to provide reasonable assurance that the financial statements were free from fraud or error.
- We determined management override to be a fraud risk. Procedures performed to address this identified fraud risk, in addition to the above, included testing journals indicating manual or unusual transactions based on our understanding of the business against specific risk criteria. We gained an understanding of the transactions identified and agreed to source documentation.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures included reading board minutes to identify non-compliance with laws and regulations, and enquiries of legal counsel and management.

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

Independent auditors' report to the members of ESAB Technology Limited (continued)

Use of our report

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

A handwritten signature in black ink that reads "Ernst & Young LLP". The signature is written in a cursive, flowing style.

Paul Copland (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Edinburgh
18 September 2023

ESAB Technology Limited

Income statement and statement of comprehensive income for the year ended 31 December 2021

	Note	2021 £'000	2020 £'000
Operating result	3	-	-
Result on ordinary activities before tax		-	-
Tax on result	4	-	-
Result for the financial year		-	-

All amounts are classified as continuing operations of the Company.

There are no other items of comprehensive income other than as reported in the income statement.

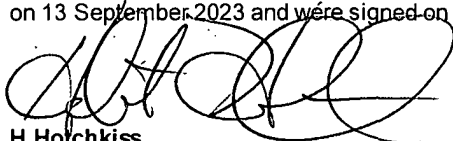
ESAB Technology Limited

Statement of financial position as at 31 December 2021

	Note	2021	2020
		£'000	£'000
Fixed Assets			
Investments	5	766,761	766,761
		766,761	766,761
Current assets			
Trade and other receivables	6	1	1
		1	1
Net current assets		1	1
Total assets less current liabilities		766,762	766,762
Net Assets		766,762	766,762
Equity			
Ordinary shares	7	-	-
Retained earnings		766,762	766,762
Total equity		766,762	766,762

Called-up share capital at the balance sheet date totalled £4 (2020: £4).

The financial statements on pages 10 to 27 were approved by the board of Directors and authorised for issue on 13 September 2023 and were signed on its behalf by:


H Hotchkiss
Director

Company registered number: 05582490

ESAB Technology Limited

Statement of changes in equity for the year ended at 31 December 2021

	Notes	Ordinary shares	Share premium account	Retained earnings	Total
		£'000	£'000	£'000	£'000
Balance as at 1 January 2020		-	1,074,140	(307,378)	766,762
Result for the year		-	-	-	-
Capital reduction		-	(1,074,140)	1,074,140	-
Balance as at 31 December 2020		-	-	766,762	766,762
Result for the year		-	-	-	-
Balance as at 31 December 2021		-	-	766,762	766,762

ESAB Technology Limited

Notes to the financial statements for the year ended 31 December 2021

1. Accounting Policies

i) General information

ESAB Technology Limited is a private limited company limited by shares and it is incorporated in United Kingdom and registered in England. The address of its registered office is One Chamberlain Square, Birmingham, B3 3AX. The Company's registered number is 05582490.

The principal activity of the Company continues to be as a holding company whose subsidiary is engaged in specialist engineering activities, principally in the design and manufacture of air and gas handling equipment.

ii) Statement of compliance

The individual financial statements of ESAB Technology Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

iii) Summary of significant accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

a) Basis of accounting

The financial statements are prepared under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value, and applicable accounting standards in the United Kingdom. The financial statements have been prepared under FRS 102.

b) Going concern

The financial statements have been prepared on the going concern basis. On 17 March 2023, Granite Holdings II B.V. (the ultimate parent) was acquired by Chart Industries, Inc.. As a result, Chart Industries, Inc, a company listed on the New York stock exchange, is the ultimate parent of ESAB Technology Limited. The ultimate parent has provided a letter of support confirming it will provide support for the period through to 31 December 2024. The directors of the Company have considered the ability of the parent to provide financial support through directly reviewing the going concern assessment of the parent.

In assessing the basis of preparation of the financial statements, the parent has undertaken an assessment of going concern, considering financial forecasts for the period to 31 December 2024. The parent delivered year on year growth in underlying profitability and cash generation in year ended 31 December 2022. The directors of the parent considered financial forecasts and utilised scenario analysis to test the adequacy of the parent's liquidity. This included confirming that the parent will be cash positive under what it believes is the most likely worst case scenario, which assumed a phased reduction of approximately 15% of revenue with resulting reduction in EBITDA. As a result, the parent continues to adopt the going concern basis of accounting in preparing the group financial statements.

ESAB Technology Limited

Notes to the financial statements for the year ended 31 December 2021 (continued)

b) Going concern (continued)

Taking the parent going concern assessment into consideration, the board of directors of the Company have a reasonable expectation that the parent has sufficient resources to provide ongoing financial support through to at least 31 December 2024. Accordingly, the directors of the Company consider it appropriate to adopt the going concern basis in preparing the financial statements.

c) Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, if certain conditions, have been complied with, including notification of and no objection to, the use of exemptions by the Company's shareholders. A qualifying entity is defined as a member of a group that prepares publicly available financial statements, which give a true and fair view, in which that member is consolidated. Howden Group Limited is a qualifying entity as its results are consolidated into the consolidated financial statements of Granite Holdings II B.V. which are publicly available.

As a qualifying entity, the Company has taken advantage of the following exemptions:

- i) from the requirement to prepare a statement of cash flows as required by paragraph 3.17(d) of FRS 102;
- ii) from the requirement to present certain financial instrument disclosures, as required by sections 11 and 12 of FRS 102;
- iii) from the requirement to present a reconciliation of the number of shares outstanding at the beginning and end of the period as required by paragraph 4.12(a)(iv) of FRS 102; and
- iv) from the requirement to disclose the key management personnel compensation in total as required by paragraph 33.7 of FRS 102.
- v) the Company has taken advantage of the exemption as per paragraph 33.1A of FRS 102 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties).

d) Fixed asset investments

Fixed asset investments are included at cost less any provision for impairment.

e) Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

i) Current taxation

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

ESAB Technology Limited

Notes to the financial statements for the year ended 31 December 2021 (continued)

e) Taxation (continued)

ii) *Deferred taxation*

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expense in tax assessment in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

No provision is made for any tax liability which might arise in the event of overseas subsidiaries distributing reserves and unappropriated profits.

f) Foreign currency

i) *Functional and presentation currency*

The Company's functional and presentation currency is the pound sterling rounded in thousands.

ii) *Transactions and balances*

Trading transactions denominated in foreign currencies are translated into sterling at the exchange rate ruling when the transaction was entered into. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rate ruling at the reporting date. Exchange gains or losses are included in profit on ordinary activities.

g) Impairment of non-financial assets

At each reporting date non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset may be impaired. If there is such an indication the recoverable amount of the asset is compared to the carrying amount of the asset.

The recoverable amount of the asset is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future pre-tax and interest cash flows obtainable as a result of the asset's continued use. The pre-tax and interest cash flows are discounted using a pre-tax discount rate that represents the current market risk-free rate and the rate and the risks inherent in the asset.

If the recoverable amount of the asset is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the income statement, unless the asset has been revalued when the amount is recognised in the other comprehensive income to the extent of any previously recognised revaluation. Thereafter any excess is recognised in the income statement.

ESAB Technology Limited

Notes to the financial statements for the year ended 31 December 2021 (continued)

g) Impairment of non-financial assets (continued)

If an impairment loss is subsequently reversed, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the income statement.

h) Financial instruments

The Company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

i) Financial assets

Basic financial assets, including cash and bank balances and loans to fellow Group companies, are initially recognised at transaction price. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

ii) Financial liabilities

Basic financial liabilities, including other payables and loans from fellow Group companies, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at present value of the future receipts discounted at market value. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

ESAB Technology Limited

Notes to the financial statements for the year ended 31 December 2021 (continued)

2. Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. There are critical accounting judgements made during the year.

a. Critical accounting estimates and assumptions

The company makes estimates and assumptions concerning the future. The Company believes there were no estimates and assumptions in the year that would have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

3. Directors' remuneration and auditors' fee

Directors' remuneration

The company directors are employed by and receive remuneration from other Howden group companies. The company directors received a total remuneration for the year of £744,000 (2020: £714,000). During the period, retirement benefits were accruing to 2 directors (2020: 2) totalling £16,000 (2020: £18,000) in respect of defined contribution schemes. During the period, no directors (2020: none) received share options in respect of qualifying service, and no directors (2020: none) exercised share options. The directors do not believe that it is practicable to apportion this amount between their services as directors of the company and their services as directors of the holding and fellow subsidiary companies.

At the year end, advances to directors totalled £203,000 (2020: £198,000). These advances are in relation to share based payment awards, and are repayable on exit. The interest rate applicable on outstanding balances is 2.5% per annum.

The highest paid company director received remuneration of £500,000 (2020: £446,000). The value of the company's contributions paid to a defined contribution scheme amounts to £4,000 (2020: £6,000). No share options were received in respect of qualifying service, and no share options were exercised.

Auditors' remuneration

Auditors' fees of £2,475 (2020: £2,250) were borne by a fellow group undertaking.

Employees

The Company had no employees during the year other than Directors (2020: nil).

ESAB Technology Limited

Notes to the financial statements for the year ended 31 December 2021 (continued)

4. Tax

	2021 £'000	2020 £'000
Current tax:		
UK corporation tax on profits for the year	-	-
Adjustment in respect of previous year	-	-
Total current tax charge	-	-
Total tax charge on result for the year	-	-

The standard rate of current tax for the year, based on the standard rate of corporation tax is 19% (2020: 19%). The actual tax charge for the current year and prior years differs from the standard rate for the reasons set out in the following reconciliation:

	2021 £'000	2020 £'000
Result of ordinary activities before tax	-	-
Result of ordinary activities multiplied by standard rate in the UK at 19.00% (2020: 19.00%).	-	-
Effects of:		
Non-deductible loss on disposal of investments	-	-
Non-deductible impairment of investment	-	-
Non-taxable dividend income	-	-
Total tax charge for the year	-	-

Legislation was enacted during 2021 to confirm the 19% UK corporation tax rate to remain in place until 1 April 2023. From 1 April 2023, the UK corporation tax rate will increase to 25%, therefore, work has been undertaken in relation to the unwind of deferred tax balances with such balances taxed at 19% or 25% depending on the timing of their unwind.

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Notes to the financial statements for the year ended 31 December 2021 (continued)

5. Fixed asset investments

The company movement during the year was as follows:

	£'000
Cost	
At 1 January 2021	766,761
At 31 December 2021	766,761
NB.V.	
At 31 December 2021	766,761
At 31 December 2020	766,761

The company is the owner of the issued ordinary share capital of the following companies.

Subsidiaries	Type of shares held	Proportion held (%)	Country of incorporation	Nature of business
Howden Holdings Limited	Ordinary	100%	England & Wales	Holding Company

6. Trade and other receivables

	2021 £'000	2020 £'000
Amounts owed by group undertakings	1	1
	1	1

Amounts owed by group undertakings attract variable interest on a monthly basis at 1% below the Sterling 3 month LIBOR rate and are repayable on demand.

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Notes to the financial statements for the year ended 31 December 2021 (continued)

7. Ordinary shares

	2021	2020
	£	£
Authorised		
4 (2020: 4) ordinary shares of £1 each	4	4
Allotted, issued and fully paid		
4 (2020: 4) ordinary shares of £1 each	4	4

There is a single class of ordinary shares. There are no restrictions on the distribution of capital and the repayment of capital.

8. Immediate and ultimate parent company and controlling party

The immediate parent undertaking is Weldcure Limited.

Granite Holdings II B.V. was the parent undertaking of the smallest and the largest group of undertakings to consolidate these financial statements until 16 March 2023. The consolidated financial statements of Granite Holdings II B.V. are available from its head office at Old Govan Road, Renfrew, Scotland, PA4 8XJ, United Kingdom.

On November 8, 2022, KPS Capital Partners, LLC, the ultimate parent, entered into an Equity Purchase Agreement (the "Purchase Agreement") with Chart Industries, Inc. (the "Buyer"). Pursuant to the Purchase Agreement, the Buyer will acquire (the "Transaction"), all of the equity interests of the ultimate parent, which constitutes the business of Howden. The base purchase price for this transaction is \$4.4 billion, subject to customary purchase price adjustments for cash, indebtedness, transaction expenses and working capital. The transaction closed on 17 March 2023.

From 17 March 2023, the ultimate parent undertaking of the smallest and the largest group of undertakings to consolidate these financial statements is Chart Industries, Inc. The consolidated financial statements of Chart Industries, Inc. are available from its head office at 2200 Airport Industrial Drive, Suite 100, Ball Ground, GA 30107, USA.

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Notes to the financial statements for the year ended 31 December 2021 (continued)

9. Related party transactions

As at 31 December 2021, the Company was a wholly owned subsidiary of Granite Holdings II B.V. and was included in the consolidated financial statements of Granite Holdings II B.V., which are publicly available. The Company has taken advantage of the exemption as per paragraph 33.1A of FRS 102 and has therefore not disclosed transactions or balances with entities which form part of the group.

10. Post balance sheet events

On November 8, 2022, the ultimate parent entered into an Equity Purchase Agreement (the "Purchase Agreement") with Chart Industries, Inc. (the "Buyer"). Pursuant to the Purchase Agreement, the Buyer will acquire (the "Transaction"), all of the equity interests of the ultimate parent, which constitutes the business of Howden. The base purchase price for this transaction is \$4.4 billion, subject to customary purchase price adjustments for cash, indebtedness, transaction expenses and working capital. The transaction closed on 17 March 2023.

In response to the current crisis in Ukraine, Granite Holdings II B.V. (the Group) has ceased accepting any new business from customers in Russia and from customers in Belarus, either through direct or indirect channels. The Group are in full compliance with all applicable sanctions. At this time, we do not believe that the conflict has had a material impact on the Group or Company business, operations, financial condition or prospects.

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Appendix 1 for the year ended 31 December 2021

Interests in all of the companies listed below are in the ordinary share capital of these undertakings, except where otherwise stated.

Subsidiary undertaking	Country of incorporation	Registered address	Direct %	Indirect %
Howden Holdings Limited	England and Wales	Hays Galleria, 1 Hays Lane, London, United Kingdom SE1 2RD	100%	
Howden Chile SpA	Chile	Av. Vitacura 2.670, office 401, Las Condes, Santiago, Chile,		100%
Howden Finance Limited	England and Wales	Hays Galleria, 1 Hays Lane, London, United Kingdom SE1 2RD		100%
Howden Group B.V.	Netherlands	Lansinkesweg 4, Hengelo, 7553 AE, Netherlands		100%
Howden Holdings ApS	Denmark	Industrivej 23, Naestved, DK-4700, Denmark		100%
Howden Korea Limited	Korea, Republic Of	4th Floor, 7 Seochojungang-ro 8-gil, Seocho-gu, Seoul, Korea, Republic Of		100%
Howden Vietnam Company Limited	Vietnam	No. 3 Phan Van Dat Street, Ben Nghe Ward, District 1, Ho Chi Minh City, 70000, Vietnam		100%
James Howden (Thailand) Limited	Thailand	53 Talay-Thong Tower, 12th Floor, Room 1210, Moo9, Tambon Tung Sukla, Amphoe Sriracha, Chonburi, Thailand		100%
Austcold Refrigeration Pty Limited	New South Wales	PRICEWATERHOUSECOOPERS, 'PWC LEVEL', 17, ONE INTERNATIONAL TOWERS WATERMANS QUAY, Barangaroo, New South Wales 2000, Australia		100%
Engart Fans Limited	England and Wales	Hays Galleria, 1 Hays Lane, London, United Kingdom SE1 2RD		100%
Howden Africa (Proprietary) Limited	South Africa	1A Booyens Road, Booyens, Johannesburg, 2091, South Africa		69.999%

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Subsidiary undertaking	Country of incorporation	Registered address	Direct %	Indirect %
Howden Africa Holdings Limited	South Africa	1A Booyens Road, Booyens, Johannesburg, 2091, South Africa		69.999%
Howden Air & Gas India Private Limited	India	1A Booyens Road, Booyens, Johannesburg, 2091, South Africa		100%
Howden Australia Pty Limited	Victoria	PRICEWATERHOUSECOOPERS, 'PWC LEVEL', 17, ONE INTERNATIONAL TOWERS WATERMANS QUAY, Barangaroo, New South Wales 2000, Australia		100%
Howden Axial Fans AB	Sweden	Kvamvagen 18, Vaxjo, SE-351 87, Sweden		100%
Howden Axial Fans ApS	Denmark	Industrivej 23, Naestved, DK-4700, Denmark		100%
Howden BC Compressors	France	Rue Roland Vachette, Nogent Sur Oise, 60180, France		100%
Howden CKD Compressors s.r.o	Czech Republic	Klečákova 347/5, Vysočany, Prague 9, 190 00, Czech Republic		100%
Howden Compressors Limited	Scotland	Old Govan Road, Renfrew, Scotland PA4 8XJ, United Kingdom		100%
Howden Construction Services Inc.	Delaware	1209 Orange Street, Wilmington, Delaware 19801, United States		100%
Howden Covent Fans Inc.	Quebec	2600-18 York Street, Toronto, Ontario M5J 0B2, Canada		100%
Howden Donkin (Proprietary) Limited	South Africa	1A Booyens Road, Booyens, Johannesburg, 2091, South Africa		69.999%
Howden Engineering (SE Asia) Limited	Hong Kong	15 Queen's Road Central, 21st Floor, Edinburgh Tower, The Landmark, Hong Kong		100%
Howden Group Limited	England and Wales	Hays Galleria, 1 Hays Lane, London, United Kingdom SE1 2RD		100%
Howden Group Netherlands B.V.	Netherlands	Lansinkesweg 4, Hengelo, 7553 AE, Netherlands		100%

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Subsidiary undertaking	Country of incorporation	Registered address	Direct %	Indirect %
Howden Group South Africa Limited	South Africa	1A Booysens Road, Booysens, Johannesburg, 2091, South Africa		69.999%
Howden Holdings ApS	Denmark	Industrivej 23, Naestved, DK-4700, Denmark		100%
Howden Holdings B.V.	Netherlands	Lansinkesweg 4, Hengelo, 7553 AE, Netherlands		100%
Howden Holdings Limited	England and Wales	Hays Galleria, 1 Hays Lane, London, United Kingdom SE1 2RD		100%
Howden Hua Engineering Company Limited	China	No. 120, Jinnuo Road, Gushan, Weihai Economic & Technical Development Zone, Weihai, Shandong 264207, China		82%
Howden Hungary Kft.	Hungary	Terez krt. 55-57, Budapest, 1062, Hungary		100%
Howden International Holdings B.V.	Netherlands	Lansinkesweg 4, Hengelo, 7553 AE, Netherlands		100%
Howden Japan Limited	Japan	PwC Legal Japan, Kasumigaseki Bldg. 15F, 3-2-5 Kasumigaseki, Chiyoda-ku, Tokyo, 100-6015, Japan		100%
Howden Limited Liability Company	Russian Federation	4 Schepkina str, Floor 6, Office 1, Room 1, Moscow, 129090, Russian Federation		100%
Howden Melbourne Pty Limited	Victoria	Unit 23, 38-46 South Street, Rydalmere, New South Wales 2116, Australia		100%
Howden Mexico Calentadores Regenerativos SRL de CV	Mexico	Lote 29, Parque Industrial Innovación de Queretaro, N° 431 el Colorado Galindo, Queretaro, Mexico		100%
Howden Netherlands B.V.	Netherlands	Lansinkesweg 4, Hengelo, 7553 AE, Netherlands		100%
Howden Peru S.R.L	Peru	Calle Guillermo Marconi 368, Department 101, Distrito de San Isidro, Provincia y Departamento de Lima, Peru		100%

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Subsidiary undertaking	Country of incorporation	Registered address	Direct %	Indirect %
Howden Poland sp. z.o.o.	Poland	Zajecza 15, Warsaw, Poland, 00-351	100%	
Howden SA Holdings Pty Ltd	South Africa	1A Booyens Road, Booyens, Johannesburg, 2091, South Africa	69.999%	
Howden Solyvent (India) Private Ltd.	India	147 Poonamallee High Road, Village Numbal, Chennai, 600077, India	100%	
Howden Solyvent-Ventec SAS	France	143 rue de la République, Meyzieu, 69330, France	100%	
Howden South America Ventiladores e Compressores Industria e Comercio Ltda	Brazil	Rua Osvaldo Berto, 475, Distrito Industrial Alfredo Rela, Itatiba - Sao Paulo, 13255-405, Brazil	100%	
Howden Spain SL	Spain	Lo Vilagran s/n, Ctra F-40, Km 1, a los Camachos, La Union, Murica, 30360, Spain	100%	
Howden Taiwan Company Limited	Taiwan	8F-6, No.5, Sec.3, New Taipei Blvd, Xinzhuang District, New Taipei City, 24250, Taiwan	100%	
Howden Thomassen Australasia Pty Ltd	New South Wales	Unit 23, 38-46 South Street, Rydalmere, New South Wales 2116, Australia	100%	
Howden Thomassen Comercio E Servicos de Compressores do Brasil Ltda	Brazil	Rua Lauro Müller 116, sala 1407 Botafogo, Rio de Janeiro, 22290-160, Brazil	100%	
Howden Thomassen Compressors B.V.	Netherlands	Havelandseweg 8a, Rheden, 6991, Netherlands	100%	
Howden Thomassen Compressors India Private Ltd	India	Eco Tower, Office 301, Third Floor, Baner Pashan Link Road, Pune, Maharashtra 411045, India	100%	
Howden Thomassen Far East Pte Ltd	Singapore	Block 219 Henderson Road, #08-04, Singapore, 159556, Singapore	100%	

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Subsidiary undertaking	Country of incorporation	Registered address	Direct %	Indirect %
Howden Thomassen Middle East FZCO	United Arab Emirates	PO Box 262585, Unit FZLIU10-BA08, Jebel Ali Free Zone, Dubai, United Arab Emirates		100%
Howden Thomassen Service Europe B.V.	Netherlands	Havelandseweg 8a, Rheden, 6991 GS, Netherlands		100%
Howden Turbo Fans Oy	Finland	Karapellontie 12, Espoo, 02610, Finland		100%
Howden Turbomachinery S.R.L.	Italy	Via Niño Bixio 3, Mornago (VA), 20120, Italy		100%
Howden Turkey Air and Gas Handling Makina Sanayi ve Ticaret Limited Şirketi	Turkey	Maslak Mah. AOS 55. Sok. 42 Maslak Sitesi, A Blok-Rezidans Apt.No: 2 A, Sariyer / Istanbul, 227, Turkey		100%
Howden UK B.V.	Netherlands	Lansinkesweg 4, Hengelo, 7553 AE, Netherlands		100%
Howden UK Limited	Northern Ireland	Pinsent Masons Belfast LLP, Soloist, 1 Lanyon Place, Belfast, Northern Ireland BT1 3LP, United Kingdom		100%
Howden Ventsim Pty Ltd	Australia	PRICEWATERHOUSECOOPERS, 'PWC LEVEL', 17, ONE INTERNATIONAL TOWERS WATERMANS QUAY, Barangaroo, New South Wales 2000, Australia		100%
Howden Water Technology A/S	Denmark	Industrivej 23, Naestved, DK-4700, Denmark		100%
Howden Zambia Limited	Zambia	Ground Floor, An House, Plot No. 1394, Mushemi Road, Lusaka, Zambia		100%
I/S Susaa	Denmark	Industrivej 23, Naestved, DK-4700, Denmark		100%
James Howden & Company Limited	Scotland	Old Govan Road, Renfrew, Scotland PA4 8XJ, United Kingdom		100%

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Subsidiary undertaking	Country of incorporation	Registered address	Direct %	Indirect %
James Howden & Godfrey Overseas Limited	Scotland	Old Govan Road, Renfrew, Scotland PA4 8XJ, United Kingdom		100%
James Howden (Thailand) Limited	Thailand	53 Talay-Thong Tower, 12th Floor, Room 1210, Moo9, Tambon Tung Sukla, Amphoe Sriracha, Chonburi, Thailand		100%
James Howden Holdings (Pty) Limited	South Africa	1A Booysens Road, Booysens, Johannesburg, 2091, South Africa		69.999%
L&T Howden Private Ltd.	India	L&T House, Narottam Moraji Marg, Ballard Estate, Mumbai, Maharashtra 400 001, India		49.90%
PT Howden Indonesia APAC	Indonesia	Marquee Pondok Indah Office Tower 3, 17 th Floor, Jakarta, Indonesia, 12310		100%
Ventilation Holding France SAS	France	23 Rue du Roule, Paris, 75001, France		100%