

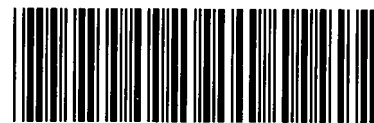
Rollfold Holdings Limited

Annual report and financial statements

Registered number 05820567

Year ended 31 December 2018

THURSDAY



A8DTSWVN

A13

12/09/2019

#183

COMPANIES HOUSE

Contents

Officers and professional advisers	1
Strategic report	2
Directors' report	3
Directors' responsibilities statement	5
Independent auditor's report to the members of Rollfold holdings Limited	6
Statement of comprehensive income	9
Balance sheet	10
Statement of changes in equity	11
Notes	12

Officers and professional advisers

The board of directors
DJ Anderson (resigned 31 December 2018)
DAE Carr
P Kane
A Ahmed
D Balfour
K Ljungfelt
MRB Hughes (appointed 3 September 2018)

Company secretary
N Hardcastle

Registered office
Churwell Vale
Shaw Cross Business Park
Dewsbury
West Yorkshire
WF12 7RD
United Kingdom

Auditor
Deloitte LLP
Statutory Auditor
One Trinity Gardens
Broad Chare
Newcastle upon Tyne
United Kingdom
NE1 2HF

Strategic report

Business review and results

With respect to the group to which this company is the parent, the group experienced a small turnover decline during a year. Challenging trading conditions prevailed in the company's core market sector: affordable social housing and annual new build dwelling starts in the UK remained the same as previous year. The group has continued its diversification plan into the private developer market sector, by investing in the development of a new brand, products and services. The level of profit for the year has decreased in the year as a result of this investment.

The profit for the year for the Company, after taxation, amounted to £nil (2017: £3,000,000). The directors have not recommended a dividend payment. Prior year transactions relate to employee costs and management recharges. These costs were borne by Rixonway Kitchens Limited in the current year, with Rollfold Holdings becoming dormant.

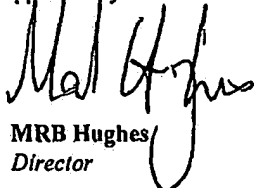
Risks and uncertainties

The company is a holding company therefore the directors consider that there are no principal risks and uncertainties or KPIs affecting the company.

Future developments

With respect to the group to which this company is an intermediate parent, the markets that the group operates in are expected to remain challenging throughout 2019, but the group expects to be able to improve levels of profitability by continuing to focus on customer service and delivery proposition. Being an intermediate parent, the directors' do not foresee any direct impact in relation to Brexit.

Approved by the board and signed on its behalf by:


MRB Hughes/
Director

Churwell Vale
Shaw Cross Business Park
Dewsbury
West Yorkshire
WF12 7RD

3/7 / 2019

Directors' report

The directors present their directors' report and audited financial statements for the year ended 31 December 2018. Under s414C(11) of the Act, the directors have included in the strategic report disclosure of matters relating to business results, risks and uncertainties and future developments, required by regulations made under s416(4) to be disclosed in the directors' report, owing to its strategic importance to the company.

Principal activities

The principal activity of the group, to which this company is the parent, was the manufacture and sale of rigid kitchen cabinets to the affordable housing and independent merchant sectors.

The principal activity of the company was that of a holding company.

Financial risk management policy

In the opinion of the directors the most significant financial risks, which might impact the company, relate to foreign currencies, interest rates and liquidity. As the company is a non-trading entity these risks are not deemed material to the company.

Foreign currency risk

The company's operations are materially exclusive to the United Kingdom.

The company is party to the Nobia AB group system of hedges, based on forecast transactions, using forward exchange contracts undertaken by Nobia AB. As a result, the company believes that it has effectively managed its exposure to foreign currency risks to a minimal level as at the balance sheet date. The company did not enter into any derivatives in the current year.

Credit risk

The company's principal financial assets are bank balances and cash, trade and other receivables.

The company's credit risk is primarily attributable to its trade receivables. Credit policies are aimed at minimising losses and regular credit checks are carried out. The amounts presented in the balance sheet are net of allowances for doubtful receivables.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Liquidity risk

The company is supported by the group in order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments.

Directors

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

DJ Anderson (resigned 31 December 2018)
DAE Carr
P Kane
A Ahmed
D Balfour
K Ljungfelt
MRB Hughes (appointed 3 September 2018)

Directors' report (continued)

Political and charitable contributions

The company made no political or charitable contributions during the year (2017: £nil).

Disclosure of information to auditor

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 he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information. This confirmation is given and should be interpreted in accordance with the provision of s418 of The Companies Act 2006.

Going concern

The directors have prepared profit and cashflow forecasts for at least the next 12 months for the Rollfold Holdings Limited Group and they consider the sales and operating growth assumptions therein to be reasonable and that there are sufficient banking facilities in place to meet obligations as they fall due.

In addition, a letter of support has been received from Nobia Holdings (UK) Limited, an intermediate parent company, confirming financial support for at least 12 months from the date of approval of these financial statements, and that the group headed by Nobia Holdings (UK) Limited will not recall or demand repayment of any intercompany balances where such repayment would adversely affect the ability of the Company to continue to meet its third party liabilities and carry on their business operations as a going concern. The directors therefore conclude that after due consideration of all of the facts the preparation of the accounts on a going concern basis is appropriate.

Auditor

Deloitte LLP have expressed their willingness to continue in office as auditor and appropriate arrangements are being made for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approved by the board and signed on its behalf by:



MRB Hughes
Director

Churwell Vale
Shaw Cross Business Park
Dewsbury
West Yorkshire
WF12 7RD

3/7/2019

Directors' responsibilities statement

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor's report to the members of Rollfold Holdings Limited

Report on the audit of the financial statements

Opinion

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

- give a true and fair view of the state of the company's affairs as at 31 December 2018 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 statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 13.

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 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 are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in 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.

We have nothing to report in respect of these matters.

Other information

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

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

Other information (continued)

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 this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

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 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 Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

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 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 has 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 and directors' report.

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

Matters on which we are required to report by exception

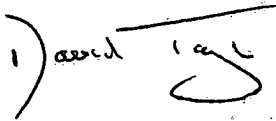
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- 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
- 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.



David Taylor ACA
Senior statutory auditor
For and on behalf of Deloitte LLP
Statutory Auditor
Newcastle, United Kingdom
3 July 2019

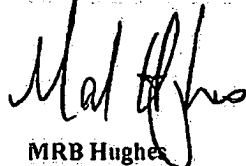
Statement of comprehensive income
for the year ended 31 December 2018

		Year ended 31 December 2018	Year ended 31 December 2017
	<i>Note</i>	£000	£000
Turnover		-	390
Other external charges		-	(12)
Staff costs	4	-	(378)
		<hr/>	<hr/>
Operating result		-	-
Investment income	6	-	3,000
		<hr/>	<hr/>
Result/profit before taxation		-	3,000
Tax on result on ordinary activities	7	-	(1)
		<hr/>	<hr/>
Result/profit for the financial year attributable to the equity shareholders of the Company		-	2,999
		<hr/>	<hr/>

Balance sheet
as at 31 December 2018

	Note	31 December 2018		31 December 2017	
		£000	£000	£000	£000
Fixed assets					
Fixed asset investments	8		26,879		26,879
Current assets					
Debtors	9	3,001		3,001	
Cash at bank and in hand		1		1	
		3,002		3,002	
Creditors: amounts falling due within one year	10	(20,944)		(20,944)	
Net current liabilities			(17,942)		(17,942)
Total assets less current liabilities			8,937		8,937
Net assets			8,937		8,937
Capital and reserves					
Called up share capital	12	5		5	
Share premium account		499		499	
Other reserves		21,477		21,477	
Capital contributions reserve		7		7	
Profit and loss account		(13,051)		(13,051)	
Shareholders' funds			8,937		8,937

These financial statements were approved by the directors on 31/7/2019 and were signed on its behalf by:


MRB Hughes
Director

Company registered number: 05820567

Statement of changes in equity

	Share capital £000	Share premium £000	Other reserves £000	Capital contribution reserve £000	Profit and loss account £000	Total £000
Balance at 1 January 2017	5	499	21,477	5	(13,050)	8,936
Total comprehensive income for the year						
Profit for the financial year	-	-	-	-	2,999	2,999
Transactions with owners, recorded directly in equity						
Equity settled share based payment transactions	-	-	-	2	-	2
Dividend declared	-	-	-	-	(3,000)	(3,000)
Total contributions by and distributions to owners	-	-	-	2	(3,000)	(2,998)
Balance at 31 December 2017	5	499	21,477	7	(13,051)	8,937

	Share capital £000	Share premium £000	Other reserves £000	Capital contribution reserve £000	Profit and loss account £000	Total £000
Balance at 1 January 2018	5	499	21,477	7	(13,051)	8,937
Total comprehensive income for the year						
Result for the financial year	-	-	-	-	-	-
Balance at 31 December 2018	5	499	21,477	7	(13,051)	8,937

Other reserves represent a capital contribution from Nobia Holdings UK Limited in 2015 in the form of a waiver of an intercompany creditor.

Notes

(forming part of the financial statements)

1 Accounting policies

Basis of accounting

Rollfold Holdings Limited (the "Company") is a private company limited by shares and incorporated and domiciled in England under Companies Act 2006. The registered office is Churwell Vale, Shawcross Business Park, Dewsbury, West Yorkshire, WF12 7RD. The principal activity of the group, to which this company is the parent, was the manufacture and sale of rigid kitchen cabinets to the affordable housing and independent merchant sectors. The principal activity of the company was that of a holding company.

These financial statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") as issued in August 2014. The presentation currency of these financial statements is sterling.

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

The Company's ultimate parent undertaking, Nobia AB, includes the Company in its consolidated financial statements. The consolidated financial statements of this group are prepared in accordance with IFRS and are available to the public and may be obtained from Nobia Nordisk Bygginterior AB, Klarabergsviadukten 70, (C8) SE - 10724, Stockholm, Sweden. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the year;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Nobia AB include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- Certain disclosures required by FRS102.26 *Share based payments*; and
- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Measurement convention

The financial statements are prepared on the historical cost basis.

Going concern

The directors have prepared profit and cashflow for at least the next 12 months for the Rollfold Holdings Limited Group and they consider the sales and operating growth assumptions therein to be reasonable and that there are sufficient banking facilities in place to meet obligations as they fall due.

In addition, a letter of support has been received from Nobia Holdings (UK) Limited, an intermediate parent company, confirming financial support for at least 12 months from the date of approval of these financial statements, and that the group headed by Nobia Holdings (UK) Limited will not recall or demand repayment of any intercompany balances where such repayment would adversely affect the ability of the Company to continue to meet its third party liabilities and carry on their business operations as a going concern.

The directors therefore conclude that after due consideration of all of the facts the preparation of the accounts on a going concern basis is appropriate.

Notes (continued)

1 Accounting policies (continued)

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the statement of comprehensive income except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Investments in subsidiaries

These are separate financial statements of the company. Investments in subsidiaries are carried at cost less impairment.

Cash at bank

Cash at bank includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less.

Classification of financial instruments issued by the Company

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity 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's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

Notes (continued)

1 Accounting policies (continued)

Classification of financial instruments issued by the Company (continued)

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 these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Employee benefits

Defined contribution plans and other long term employee benefits

A defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the statement of comprehensive income in the periods during which services are rendered by employees.

Share based payments

The share option programme awards certain employees shares in the ultimate parent company, Nobia AB. The Company recognises the share-based payment expense based on an allocation of its share of the group's total expense, calculated in proportion to the number of participating employees.

Impairment excluding stocks, and deferred tax assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the Company's non-financial assets, other than stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to cash-generating units, or ("CGU") that are expected to benefit from the synergies of the combination.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

Notes (continued)

1 Accounting policies (continued)

Impairment excluding stocks, and deferred tax assets (continued)

An impairment loss is reversed if and only if the reasons for the impairment have ceased to apply.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Turnover

Turnover represents a management charge payable by a subsidiary company. All turnover represents the rendering of services and originates in the UK.

Dividend and interest revenue

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

Interest income is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Critical judgements and key sources of estimation uncertainty

In the preparation of the financial statements, it is necessary for the management of the Company to make judgements, estimates and assumptions that may affect the application of accounting policies and the reported amounts of assets and liabilities, and income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. In the view of the directors, there are no critical accounting judgements or key sources of estimation uncertainty in the preparation of these financial statements other than impairment as disclosed below.

Impairment

FRS 102 requires management to undertake an annual test for impairment in subsidiaries, being an indefinite life asset, to test for impairment if events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment testing is an area involving management judgement, requiring assessment as to whether the carrying value of assets can be supported by the net present value of future cash flows derived from such assets using cash flow projections which have been discounted at an appropriate rate. The forecasts are based on the approved three year plan. The forecasted cash flows beyond the three year period assume a steady growth rate based on our expectations for the long term performance of the markets we operate in. In calculating the net present value of the future cash flows, certain assumptions are required to be made in respect of highly uncertain matters including management's expectations of: growth in EBITDA, calculated as adjusted operating profit before depreciation and amortisation; timing and quantum of future capital expenditure; long-term growth rates; and a the selection of discount rates to reflect the risks involved. =.

2 Expenses and auditor's remuneration

The auditor's remuneration of £1,377 (2017: £1,385) is borne by a subsidiary undertaking, Rixonway Kitchens Limited.

Notes (continued)

3 Particulars of employees

The average number of staff employed by the company during the financial year amounted to:

	Year ended 31 December 2018 No	Year ended 31 December 2017 No
Number of production staff	-	1
Number of administrative staff	-	1
	<hr/>	<hr/>
	-	2
	<hr/>	<hr/>

All employees, including directors, were transferred to Rixonway Kitchens Limited in 2017.

4 Staff costs

All employees were transferred to Rixonway Kitchens Limited in 2017.

	Year ended 31 December 2018 £000	Year ended 31 December 2017 £000
Wages and salaries	-	327
Social security costs	-	47
Other pension costs	-	2
Share based payments	-	2
	<hr/>	<hr/>
	-	378
	<hr/>	<hr/>

5 Directors' remuneration

The directors' aggregate remuneration in respect of qualifying services were:

	Year ended 31 December 2018 £000	Year ended 31 December 2017 £000
Directors' remuneration	-	187
	<hr/>	<hr/>
	-	187
	<hr/>	<hr/>
Remuneration of highest paid director:		
Total remuneration (excluding pension contributions)	-	187
	<hr/>	<hr/>

Notes (continued)

6 Investment income

	Year ended 31 December 2018 £000	Year ended 31 December 2017 £000
Dividends receivable	-	3,000

7 Taxation

Total tax expense recognised in the statement of comprehensive income

	Year ended 31 December 2018 £000		Year ended 31 December 2017 £000	
<i>Current tax</i>				
Current tax on income for the year	-		-	
Adjustments in respect of prior years	-		1	
Total current tax	-		-	
<i>Deferred tax</i>				
Origination of timing differences	-		-	
Total tax	-		1	

Reconciliation of effective tax rate

	Year ended 31 December 2018 £000	Year ended 31 December 2017 £000
Result/profit for the year	-	3,000
Total tax expense	-	1
Profit excluding taxation	-	3,001
Tax using the UK corporation tax rate of 19.00.% (2017: 19.25%)	-	577
Expenses not deductible for tax purposes	-	1
Income not taxable	-	(577)
Total tax expense included in profit or loss	-	1

Factors that may affect future tax charges

From 1 April 2015, the main rate of corporation tax was reduced to 20% and further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, with an additional reduction to 17% (effective 1 April 2020) substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly. Any deferred tax at 31 December 2018 has been calculated based on the rate of 17% being the rate substantively enacted at the balance sheet date.

Notes (continued)

8 Investments

	Subsidiary undertakings £000
<i>Cost</i>	
At 1 January 2018	26,879
At 31 December 2018	26,879
<i>Provisions</i>	
At 1 January 2018 and 31 December 2018	-
<i>Net book value</i>	
At 31 December 2018	26,879
At 31 December 2017	26,879

All subsidiaries

Name of company	Issued share capital	Details of investments	Nature of business
Rollfold Group Limited [1]	275,946 Ordinary shares of £1 each	100% of ordinary share capital	Dormant holding company
Rixonway Kitchens Limited [1]	1,000 Ordinary shares of £1 each	100% of ordinary share capital	Kitchen manufacturer

[1] registered office: Churwell Vale, Shaw Cross Business Park, Dewsbury, West Yorkshire, WF12 7RD.

All of the company's principal country of operation is England.

9 Debtors

	31 December 2018 £000	31 December 2017 £000
Amount owed by group undertakings	3,000	3,000
Other debtors	1	1
	<u>3,001</u>	<u>3,001</u>

The amount owed by group undertakings is interest free and repayable on demand.

Notes (continued)

10 Creditors: amounts falling due within one year

	31 December 2018 £000	31 December 2017 £000
Amounts owed to group undertakings	20,930	20,930
Corporation tax	1	1
Other creditors	13	13
	<u>20,944</u>	<u>20,944</u>

The amount owed to group undertakings is interest free and repayable on demand.

11 Related party transactions

At the year end, no shares were held by any director, nor were any loan notes repayable to any director.

There were no contracts of significance subsisting during the year in which any of the directors was materially interested.

12 Share capital

Allotted, called up and fully paid:

	31 December 2018		31 December 2017	
	No	£	No	£
Ordinary shares of £0.01 each	200,000	2,000	200,000	2,000
A Ordinary shares of £0.01 each	300,000	3,000	300,000	3,000
B Ordinary shares of £0.01 each	22,224	222	22,224	222
	<u>522,224</u>	<u>5,222</u>	<u>522,224</u>	<u>5,222</u>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

The directors have not recommended a dividend payment (2017: £3,000,000).

Share premium account relates to premium on share issue.

Other reserves represent a capital contribution from Nobia Holdings UK Limited in 2015 in the form of a waiver of an intercompany creditor.

Notes *(continued)*

13 Ultimate parent undertaking

The parent undertaking of the company is Nobia Holdings UK Limited, 3 Allington Way, Yarm Road Business Park, Darlington, County Durham, DL1 4XT.

The ultimate parent undertaking and controlling party of the largest and smallest group for which consolidated accounts are prepared is Nobia AB, a company registered in Sweden. The consolidated financial statements of the group can be obtained from the Secretary at its registered address Nobia Nordisk Bygginterior AB, Klarabergsviadukten 70, (C8) SE-10724 Stockholm, Sweden.