

Company No: 05901209

BSI STANDARDS HOLDINGS LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017



BSI STANDARDS HOLDINGS LIMITED
REPORT AND FINANCIAL STATEMENTS
for the year ended 31 December 2017

CONTENTS

Pages

Strategic report	1
Directors' report	2 – 3
Independent auditors' report	4 – 5
Income statement	6
Balance sheet	7
Statement of changes in equity	8
Notes to the financial statements	9 – 13

BSI STANDARDS HOLDINGS LIMITED

Strategic report for the year ended 31 December 2017

The directors present their strategic report on the Company for the year ended 31 December 2017.

Principal activities

The Company's principal activity during the year was that of a holding company.

The Company had no other operations during the year and will continue to operate as a holding company in the foreseeable future.

Review of the business

Revenue for the year ended 31 December 2017 was £9,000,000 (2016: £9,500,000). The revenue which is solely dividend income represents a 5.3% decrease on 2016. The amount of dividend income is reliant upon the financial performance of the subsidiary companies the Company has invested in and also their ability to pay dividends. The Company will continue to be a holding company for the foreseeable future.

Principal risks, uncertainties and financial risk management

The directors of The British Standards Institution (BSI), the Company's ultimate parent company, manage the Group's risks at a group level, rather than at an individual business unit level. For this reason, the Company's directors believe that a discussion of the Company's risks would not be appropriate for an understanding of the development, performance or position of BSI Standards Holdings Limited's business. The principal risks, uncertainties and financial risk management of BSI Group, which include those of the Company, are disclosed in pages 30 and 31 of the BSI Group Annual Report and Financial Statements 2017, which does not form part of this report.

BY ORDER OF THE BOARD



C Smith
Director
6 August 2018

BSI STANDARDS HOLDINGS LIMITED

Directors' report for the year ended 31 December 2017

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2017.

Principal activity and future developments

The Company's principal activity during the year was that of a holding company and will continue to operate as a holding company in the foreseeable future.

Results and dividends

The Company's profit for the financial year was £9,000,000 (2016: £9,500,000). A dividend of £9,000,000 (2016: £9,500,000), was recommended by the Directors on 12 December 2017 and paid on 31 December 2017.

Directors

The directors of the Company, who served during the year, and for the subsequent year up to the date of approving the financial statements, together with their dates of appointment and resignation, where appropriate, are as shown below:

H Kerr
C Smith

Post balance sheet events

There have been no events subsequent to the year end that would have materially affected the financial statements at that date.

Directors' qualifying third party indemnity provisions

Under the provisions of its Articles of Association, the Company grants an indemnity to its directors in respect of proceedings brought by third parties. The indemnity applied throughout the financial year and remains in force.

Going concern

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company, The British Standards Institution. The directors have received confirmation that The British Standards Institution intends to support the Company for at least one year after these financial statements are signed.

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 regulation.

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, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors 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.

BSI STANDARDS HOLDINGS LIMITED

Directors' report for the year ended 31 December 2017 (continued)

Disclosure of information to auditors

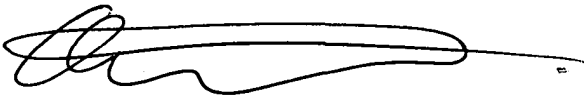
Each of the persons who is a director at the date of approval of this report confirms that:

- (a) so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware;
and
- (b) he/she has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

The Company's auditors were automatically reappointed in accordance with section 487(2) of the Companies Act 2006. The Company's auditors are PricewaterhouseCoopers LLP.

BY ORDER OF THE BOARD



For and on behalf of BSI Secretaries Limited
Company Secretary
6 August 2018

Independent auditors' report to the members of BSI Standards Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion, BSI Standards Holdings Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Report and Financial Statements (the "Annual Report"), which comprise: the Balance sheet as at 31 December 2017; the Income statement, the Statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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

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

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.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

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 year ended 31 December 2017 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of the Directors' responsibilities set out on page 2, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

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

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

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.



Alex Hookway (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Uxbridge
6 August 2018

**Income Statement
for the year ended 31 December 2017**

	Note	2017 £	2016 £
Revenue	7	9,000,000	9,500,000
Profit before taxation		9,000,000	9,500,000
Tax on profit	8	-	-
Profit for the financial year		9,000,000	9,500,000

The Company has no recognised gains or losses other than those included in the results above therefore no separate statement of total comprehensive income has been presented.

All results derive from continuing operations.

The notes on pages 9 to 13 form an integral part of these financial statements.

Balance Sheet
As at 31 December 2017

	Note	2017 £	2016 £
Fixed assets			
Investments	9	30,002	2
Current assets			
Debtors	10	1	1
Current liabilities			
Creditors: amounts falling due within one year	11	(30,002)	(2)
Net current liabilities		(30,001)	(1)
Total assets less current liabilities		1	1
Net assets		1	1
Capital and reserves			
Called up share capital	12	1	1
Retained earnings		-	-
Total shareholders' funds		1	1

The notes on pages 9 to 13 form an integral part of these financial statements.

The financial statements of BSI Standards Holdings Limited, registered number 05901209 on pages 6 to 13 were approved by the Board of Directors on 6 August 2018 and signed on its behalf by:


C. Smith
Director
6 August 2018

BSI STANDARDS HOLDINGS LIMITED**Statement of Changes in Equity
For the year ended 31 December 2017**

	Called-Up share capital £	Retained earnings £	Total shareholders' funds £
At 1 January 2016	1	-	1
Profit for the financial year and total comprehensive income for the year	-	9,500,000	9,500,000
Dividend	-	(9,500,000)	(9,500,000)
At 31 December 2016	1	-	1
Profit for the financial year and total comprehensive income for the year	-	9,000,000	9,000,000
Dividend	-	(9,000,000)	(9,000,000)
At 31 December 2017	1	-	1

Retained earnings

Retained earnings are used to record the undistributed retained profits.

BSI STANDARDS HOLDINGS LIMITED

Notes to the financial statements for the year ended 31 December 2017

1. General information

BSI Standards Holdings Limited's ("the Company") principal activity is as a holding company.

The Company is a private company limited by shares and is incorporated and domiciled in the UK. The address of its registered office is 389 Chiswick High Road, London W4 4AL, United Kingdom.

2. Statement of compliance

The individual financial statements of BSI Standards Holdings 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, under the provision of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (SI 2008/410).

3. Principal accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

a. Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention, as modified by the revaluation of land and buildings and certain financial assets and liabilities measured at fair value through profit and loss.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. These areas involving a higher degree of judgement or complexity, or areas where assumptions are estimates are significant to the financial statements are disclosed in note 4.

No group financial statements have been prepared as the Company is a wholly-owned subsidiary of The British Standards Institution, a company incorporated in England, and accordingly is exempt by virtue of Section 400 of the Companies Act 2006 from preparing group financial statements.

b. Going concern

The Company has a net current liabilities position. However, the financial statements have been prepared on a going concern basis, which takes into account an undertaking from the ultimate parent to continue to support the Company for the foreseeable future.

c. Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions. The company has taken advantage of the following exemptions:

- FRS 102 paragraph 1.12(b), from preparing a statement of cash flows, on the basis that it is a qualifying entity. The parent of the group in whose consolidated financial statements the company's cash flows are included is The British Standards Institution..
- FRS 102 paragraph 1.12 (e), from disclosing key management personnel compensation in total.

d. Foreign currencies

Functional and presentation currency

The Company's functional and presentation currency is the pound sterling (£).

BSI STANDARDS HOLDINGS LIMITED

Notes to the financial statements for the year ended 31 December 2017 (continued)

3. Principal accounting policies

d. Foreign currencies (continued)

Transactions and balances

Transactions denominated in foreign currencies are translated into Sterling at contracted rates or, where no contract exists at average monthly rates. Foreign exchange gains and losses arising from the settlement of such transactions and from the translation at the year-end exchange rates of monetary assets and liabilities denominated in foreign currencies.

e. Revenue

Revenue represents the value of dividend income and is recognised in the profit and loss account when the right to receive payment has been established.

f. Investments

Investments are stated at cost less any provision for impairment in value. Impairment testing is conducted whenever indicators of impairment are present.

g. Financial Instruments

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

Financial assets

Basic financial instruments, include loans to fellow group companies, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. 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.

Financial liabilities

Basic financial liabilities, include 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 the present value of the future receipts discounted at a market rate of interest.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as currently liabilities if payment is due within one year or less. If not they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measure at amortised cost using the effective interest method.

The Company does not hold or issue any other financial instruments for trading purposes.

h. Current tax

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 substantively enacted by the period end.

Management periodically evaluates position taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provision where appropriate on the basis of amounts expected to be paid to the authorities.

i. Related party transactions

The Company discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned.

BSI STANDARDS HOLDINGS LIMITED

Notes to the financial statements for the year ended 31 December 2017 (continued)

4. Critical accounting judgements and estimation uncertainty

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Investments

FRS 102 requires management to undertake an annual test for impairment of investments, to test for impairment if events or changes in circumstances indicate that the carrying amount of an investment may not be recoverable. Impairment testing is an area involving management judgement, requiring assessment as to whether the carrying value of investments can be supported by the net present value of future cash flows derived from such investments using cash flow projections which have been discounted at an appropriate rate. Further details of investments can be seen in note 9.

5. Directors' emoluments and auditors' remuneration

The emoluments of the directors are paid by the ultimate parent company. The directors services to this company and to a number of fellow subsidiaries are of a non-executive nature and their emoluments are deemed to be wholly attributable to their services to the ultimate parent company, accordingly these directors received no remuneration for the services to the Company (2016: nil). The auditors' remuneration of £1,700 (2016: £1,700) is borne by the ultimate parent company, The British Standards Institution (BSI).

6. Employee information

The Company had no employees during the year (2016: nil).

7. Revenue

	2017	2016
	£	£
Dividend received from subsidiary undertaking	9,000,000	9,500,000

8. Income Tax

The tax on profit comprises:

	2017	2016
	£	£
Current tax		
UK corporation tax on profits for the year	-	-

The tax assessed for the year is lower (2016: lower) than the standard rate of corporation tax 19.25% (2016: 20.00%). The differences are explained below:

	2017	2016
	£	£
Profit before taxation	9,000,000	9,500,000
Tax calculated at the weighted average UK statutory tax rate of 19.25% (2016: 20.00%)	1,732,500	1,900,000
Non-taxable dividends	(1,732,500)	(1,900,000)
Total tax charge for the year	-	-

BSI STANDARDS HOLDINGS LIMITED

Notes to the financial statements for the year ended 31 December 2017 (continued)

8. Income Tax (continued)

Factors affecting current tax charges

The tax rate for the current year is lower than the prior year, due to changes in the UK corporation tax rate, which decreased from 20% to 19% from 1 April 2017.

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2016 (on 6 September 2016). These include reductions to the main rate, to reduce the rate to 17% from 1 April 2020.

9. Investments

	2017 £	2016 £
Investment in subsidiary undertakings at cost		
At 1 January	2	4
Additions	30,000	-
Disposals	-	(2)
Balance at 31 December	30,002	2

Investments are stated at cost.

On 28 July 2017, the company acquired 100% share capital of Hypercat Alliance Limited, a company incorporated in England Wales, for a cash consideration of £30,000.

Particulars of subsidiary undertakings:

Name	Address	Country of incorporation	Proportion held	Activity
BSI Standards Limited	389 Chiswick High Road, London W4 4AL, England	England & Wales	100%	Business services
Hypercat Alliance Limited	389 Chiswick High Road, London W4 4AL, England	England	100%	Business services
Hypercat Services Limited (Dissolved on 15 May 2018)	389 Chiswick High Road, London W4 4AL, England	England	100%	Business services

The directors believe that the carrying value of the investments is supported by their underlying net assets.

10. Debtors

	2017 £	2016 £
Amount falling due within one year:		
Amount owed by group undertakings	1	1
	1	1

The amount owed by group undertakings is unsecured, receivable on demand and interest-free.

BSI STANDARDS HOLDINGS LIMITED**Notes to the financial statements
for the year ended 31 December 2017 (continued)****11. Creditors: Amounts falling due within one year**

	2017 £	2016 £
Amounts owed to ultimate parent undertaking	30,001	1
Amounts owed to group undertakings	1	1
	30,002	2

The amounts owed to the ultimate parent and group undertakings are unsecured and payable on demand. No interest is charged on loans from the ultimate parent, immediate parent and subsidiary undertakings.

12. Called up share capital

	2017 £	2016 £
Allotted, issued and fully paid: 1 (2016:1) ordinary share of £1 each	1	1

13. Dividends

	2017 £	2016 £
Equity - Ordinary		
Paid: £9,000,000 (2016: £9,500,000) per £1 share	9,000,000	9,500,000
At 31 December	9,000,000	9,500,000

A dividend of £9,000,000 (2016: £9,500,000), was recommended by the Directors on 12 December 2017 and paid on 31 December 2017.

14. Controlling parties

The immediate parent undertaking is BSI Limited.

The directors regard The British Standards Institution (BSI), a company incorporated in England by Royal Charter, as the ultimate controlling undertaking. The largest and smallest group in which the results of the Company are consolidated is that headed by BSI.

Copies of The British Standards Institution consolidated financial statements can be downloaded from www.bsigroup.com or obtained from the Company Secretary at 389 Chiswick High Road, London, W4 4AL, United Kingdom.