

**Registered No. 07843576**

# **IMI Germany Limited**

**Strategic Report, Directors' Report and financial statements**

**For the year ended 31 December 2019**

(Registered in England and Wales - number 07843576)

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**IMI GERMANY LIMITED**  
**Strategic Report, Directors' Report and financial statements**  
**for the year ended 31 December 2019**

**Registered No. 07843576**

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**IMI GERMANY LIMITED**  
**Registered No. 07843576**  
**Strategic Report**  
**for the year ended 31 December 2019**

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The directors of IMI Germany Limited (the 'Company') submit their Strategic Report for the year ended 31 December 2019.

**1. Principal activities**

The Company is a wholly owned subsidiary of IMI Group Limited and an intermediate holding company for the IMI group of companies. The Company is the limited partner of IMI Germany Holding Limited & Co KG which it acquired on the 13<sup>th</sup> of December 2011.

The Company has no employees. The activities of the Company are performed by employees of fellow UK members of the IMI group of companies. There have not been any significant changes in the Company's principal activities in the year under review.

**2. Business review**

The Company recorded a profit after tax of €127,882,000 for the year (2018: loss of €3,833,000).

Given the nature of this entity's operations, the Company's directors believe that analysis using key performance indicators for the Company is neither necessary nor appropriate for an understanding of the development, performance or position of the business of the Company.

**3. Future developments**

The directors are not aware, at the date of this report, of any likely major changes in the Company's activities in the next year.

**4. Principal risks and uncertainties**

The Company is exposed to a number of financial market risks including liquidity risk, credit risk and fluctuations in interest rates.

Although the Company takes steps to manage its own financial risks, overall risks are managed at a Group level including the impact of the COVID-19 pandemic. For this reason, the Company's directors believe that a discussion of the Company's risks would not be relevant for an understanding of the development, performance or position of the Company's business.

Given the nature of this entity's operations and the fact it is financed by another member of the IMI Group of companies, the principal risks and uncertainties are the same as those which relate to the Group as a whole. The details of which can be found in the IMI plc annual report and financial statements, which do not form part of this report.

**5. Employee Engagement**

The Company depends on its employees for its success and invests considerable time and resources on employee engagement, training and development.

Health and safety of our employees is of paramount importance and receives appropriate director and management attention and investments. Reflecting this importance, the directors measure and track performance closely.

Given how important our people are to our success we maintain an active dialogue with them. Some of the channels we use to facilitate this dialogue include an annual employee survey which is undertaken during the annual IMI Way Day. The directors use the data generated from this survey to continually improve our organisation. If specific local issues are identified, the directors undertake further work to gather more detail and then implement appropriate measures to drive improvement.

The Company forms part of the IMI plc group of companies. To support the Company a non-executive director of IMI plc has been in place since 1 January 2019 in relation to employee engagement and has reported to the IMI plc Board in respect of employee views presented to her.

In addition to engagement on site visits and at the annual management conference, the non-executive attended the European Communications Forum at which representatives from the Company (and/or its subsidiaries) to discuss health and safety, strategic progress and performance and following each meeting minutes and newsletters are produced and used by the employee representatives to share information with their colleagues. Views expressed were positive and constructive.

The group has an IMI wide intranet that is available to all employees and this is kept up to date with not only policy changes, but financial results and other announcements.

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**IMI GERMANY LIMITED**  
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Training and development of employees is important to the directors with management and leadership training courses available alongside training programmes for specific qualifications being available to employees.

Pension scheme participants benefit from the IMI plc group's approach to pension provision and financial prudence in reducing the funding deficit in relation to defined benefit obligations

By order of the Board



L Grant  
**Director**  
30 April 2020

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**IMI GERMANY LIMITED**  
**Registered No. 07843576**  
**Directors' Report**  
**for the year ended 31 December 2019**

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The directors of IMI Germany Limited (the 'Company') submit their Directors' Report together with the financial statements for the year ended 31 December 2019.

**1. Profits and dividends**

The results for the financial year are shown in the financial statements. The Company did not pay a dividend during the year (2018: nil). The directors have not recommended a final dividend for the year (2018: nil).

**2. Directors**

The directors who held office during the year and since 31 December 2019 were as follows:

J O'Shea	
L Grant	(appointed 22 January 2020)
J Rundle	(appointed 22 January 2020)
P R Mason	(resigned 22 January 2020)
S McKone	(resigned 22 January 2020)

The Company's ultimate parent, IMI plc, maintained directors' liability insurance for all directors during the financial year.

**3. Going concern**

The Company participates in the Group's centralised treasury arrangements and so shares funding arrangements with its parent and fellow IMI Group companies. The directors, having assessed the responses of the directors of the Company's ultimate parent IMI plc to their enquiries, have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the IMI plc Group to continue as a going concern or its ability to continue with the current funding arrangements.

The Company is dependent upon continuing financial assistance being made available by its parent, to enable it to continue operating and meeting its liabilities as they fall due. This finance and support is available for a period of at least twelve months after the date of approval of these financial statements, subject to the Company remaining a subsidiary of the IMI plc Group. This support has been confirmed in writing to the directors and the directors believe it is therefore appropriate to prepare financial statements on a going concern basis.

The above assessment and subsequent adoption of the going concern basis includes consideration of the impact of the COVID-19 pandemic.

**4. Disclosure requirements**

In accordance with the Companies Act 2006 section 414C(11), the Company's Strategic Report contains certain disclosures required in the Directors' Report. The requirements are included within the Principal Activities, Business Review and Principal risks and uncertainties sections of the Strategic Report.

By order of the Board



L Grant  
**Director**  
30 April 2020

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**IMI GERMANY LIMITED****Statement of Directors' Responsibilities in respect of the Strategic Report,  
the Directors' Report and the financial statements**

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The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable UK law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 '*Reduced Disclosure Framework*' ('FRS 101').

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify the Company's shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of 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.

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**IMI GERMANY LIMITED**  
**Income statement and statement of comprehensive income**  
**for the year ended 31 December 2019**

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**Income statement**

	<b>Notes</b>	<b>2019 €000</b>	<b>2018 €000</b>
Administrative expenses		(23)	(41)
Interest payable and similar costs	4	(13,439)	(23,023)
Income from investment in group undertaking		141,000	23,000
<b>Profit/(loss) on ordinary activities before taxation</b>		<b>127,538</b>	<b>(64)</b>
Income tax credit/(charge)	5	344	(3,769)
<b>Profit/(loss) for the financial year</b>		<b>127,882</b>	<b>(3,833)</b>

**Statement of comprehensive income**

	<b>2019 €000</b>	<b>2018 €000</b>
Profit/(loss) for the financial year	127,882	(3,833)
<b>Total comprehensive income/(expense) for the year</b>	<b>127,882</b>	<b>(3,833)</b>

All activities relate to continuing operations.

**IMI GERMANY LIMITED**  
**Balance sheet**  
**as at 31 December 2019**

	Notes	2019 €000	2018 €000
<i>Fixed assets</i>			
Investments	6	1,035,509	1,035,509
<i>Current assets</i>			
Debtors	7	6,526	1,805
Creditors: amounts falling due within one year	8	(61,706)	(61,804)
Net current liabilities		(55,180)	(59,999)
Creditors: amounts falling due after more than one year	9	(302,500)	(425,563)
Net assets		<u>677,829</u>	<u>549,947</u>
<i>Capital and reserves</i>			
Called up share capital	10	590,909	590,909
Profit and loss account		<u>86,920</u>	<u>(40,962)</u>
Total equity		<u>677,829</u>	<u>549,947</u>

For the year ended 31 December 2019, the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 (the 'Act') relating to subsidiary companies.

The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Act.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements were authorised for issue by the board of directors on 30 April 2020 and were signed on its behalf by:



L Grant  
Director



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**IMI GERMANY LIMITED**  
**Statement of changes in equity**  
**for the year ended 31 December 2019**

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	<b>Called up share capital</b>	<b>Profit and loss account</b>	<b>Total equity</b>
	<b>€000</b>	<b>€000</b>	<b>€000</b>
At 1 January 2018	590,909	(37,129)	553,780
Loss for the financial year	-	(3,833)	(3,833)
Total comprehensive expense for the year	-	(3,833)	(3,833)
At 31 December 2018	590,909	(40,962)	549,947
<b>Profit for the financial year</b>		<b>127,882</b>	<b>127,882</b>
<b>Total comprehensive income for the year</b>	-	<b>127,882</b>	<b>127,882</b>
<b>At 31 December 2019</b>	<b>590,909</b>	<b>86,920</b>	<b>677,829</b>

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**IMI GERMANY LIMITED**  
**Notes to the financial statements**  
**for the year ended 31 December 2019**

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**1. Authorisation of financial statements and statement of compliance with FRS 101**

The financial statements of IMI Germany Limited (the "Company") for the year ended 31 December 2019 were authorised for issue by the board of directors on 30 April 2020 and the balance sheet was signed on the Board's behalf by L Grant. The Company is incorporated and domiciled in England and Wales.

These financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' ('FRS 101') and in accordance with applicable accounting standards.

The results of the Company are included in the consolidated financial statements of IMI plc which are available from Lakeside, Solihull Parkway, Birmingham Business Park, Birmingham, B37 7XZ.

The financial statements are prepared in euros and are rounded to the nearest thousand euros (€000).

**2. Accounting policies**

**Basis of preparation**

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2019.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- a) the requirement in paragraph 38 of IAS1 'Presentation of Financial Statements' to present comparative information in respect of paragraph 79(a)(iv) of IAS1;
- b) the requirements of paragraphs 10(d), 10(f) and 134-136 of IAS1;
- c) the requirements of IAS7 'Statement of Cash Flows';
- d) the requirements of paragraphs 30 and 31 of IAS8 'Accounting Policies, Changes in Accounting Estimates and Errors';
- e) the requirements of paragraph 17 of IAS24 'Related Party Disclosures'; and
- f) the requirements in IAS24 'Related Party Disclosures' to disclose related party transactions entered into between two or more members of the Group, provided that any subsidiary which is party to the transaction is wholly owned by such a member.

**Judgements and key sources of estimation uncertainty**

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for income and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. Management do not consider that there are any significant judgements which are applicable to the preparation of this set of financial statements.

**Functional currency**

The Company's share capital was issued in euro ('€') and in addition the Company is funded through euro denominated loans, the interest on which is paid in euro. The Company's primary source of income is derived in euro from its euro investment in the partnership, IMI Germany Holding Limited & Co KG. For these reasons, the primary economic environment in which the Company operates is euro denominated. Therefore the Company's functional currency is euro which is also the presentational currency of these accounts.

**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) Income for shares in group undertakings**

Income from shares in group undertakings is recognised when the Company's right to receive payment is established.

**(b) Interest income/expense**

Interest income/expense is recognised as interest accrues using the effective interest rate method.

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**IMI GERMANY LIMITED**  
**Notes to the financial statements**  
**for the year ended 31 December 2019**

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**2. Accounting policies (continued)**

**(c) Taxation**

The charge or credit for taxation is based on the profit for the year and takes into account taxation deferred because of temporary differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is measured at the tax rates that are expected to apply when the temporary differences reverse, based on the tax laws that have been enacted or substantively enacted by the balance sheet date. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the temporary difference can be utilised.

**(d) Investments**

Investments are held at amortised cost less any provisions for impairment.

**(e) Foreign currencies**

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

**(f) Going concern**

The Company participates in the Group's centralised treasury arrangements and so shares funding arrangements with its parent and fellow IMI Group companies. The directors, having assessed the responses of the directors of the Company's ultimate parent IMI plc to their enquiries, have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the IMI plc Group to continue as a going concern or its ability to continue with the current funding arrangements.

The Company is dependent upon continuing financial assistance being made available by its parent, to enable it to continue operating and meeting its liabilities as they fall due. This finance and support is available for a period of at least twelve months after the date of approval of these financial statements, subject to the Company remaining a subsidiary of the IMI plc Group. This support has been confirmed in writing to the directors and the directors believe it is therefore appropriate to prepare financial statements on a going concern basis.

The above assessment and subsequent adoption of the going concern basis includes consideration of the impact of the COVID-19 pandemic.

**3. Directors' remuneration and staff costs**

The directors are remunerated by another IMI Group company. The directors' services to the Company do not occupy a significant amount of their time. As such the directors do not consider that they have received any remuneration for their incidental services to the Company for the year ended 31 December 2019 or the year ended 31 December 2018.

**4. Interest payable**

	<b>2019</b>	2018
	<b>€000</b>	€000
Interest payable to group undertakings	<u><b>13,439</b></u>	<u><b>23,023</b></u>

**IMI GERMANY LIMITED**  
**Notes to the financial statements**  
**for the year ended 31 December 2019**

**5. Taxation**

<b>(a) Tax charged in the income statement</b>	<b>2019</b>	<b>2018</b>
	<b>€000</b>	<b>€000</b>
Current income tax:		
Overseas tax	<u><b>(344)</b></u>	<u>3,769</u>

**(b) Reconciliation of the total tax charge**

The tax charge in the income statement for the year is lower than the standard rate of corporation tax in the UK of 19.00% (2018: 19.00%). The differences are reconciled below:

	<b>2019</b>	<b>2018</b>
	<b>€000</b>	<b>€000</b>
Profit/(loss) on ordinary activities before taxation	<u><b>127,538</b></u>	<u>(64)</u>
Tax calculated at UK standard rate of corporation tax of 19.00% (2018: 19.00%)	<b>24,232</b>	(12)
Non-taxable income	<b>(26,790)</b>	-
Non-deductible expenses	<b>2,558</b>	12
Overseas taxes	<u><b>(344)</b></u>	<u>3,769</u>
	<u><b>(344)</b></u>	<u>3,769</u>

**(c) Change in corporation tax rate**

Changes to the rate of UK corporation tax were announced in the budget of 16 March 2016 to reduce the rate to 17% from 19% from 1 April 2020. This change was substantively enacted on 6 September 2016.

In the Spring Budget 2020, the Government announced that from 1 April 2020 the corporation tax rate would remain at 19% (rather than reducing to 17%, as previously enacted). This new law was substantively enacted on 17 March 2020. As the proposal to keep the rate at 19% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements.

However, as the company has not provided deferred tax this change would not impact on the company's balance sheet.

**6. Fixed asset investments**

	<b>Shares in participating interests €000</b>
<b>Cost and net book value</b>	
<b>At 1 January and 31 December 2019</b>	<u><b>1,035,509</b></u>

The investment above is in IMI Germany Holding Limited & Co KG, a German partnership of which the Company is the limited partner.

**7. Debtors**

	<b>2019</b>	<b>2018</b>
	<b>€000</b>	<b>€000</b>
Corporation tax	<u><b>6,526</b></u>	<u>1,805</u>

**IMI GERMANY LIMITED**  
**Notes to the financial statements**  
**for the year ended 31 December 2019**

**8. Creditors: amounts falling due within one year**

	<b>2019</b>	2018
	<b>€000</b>	€000
Amounts due to group undertakings	<u><b>61,706</b></u>	<u>61,804</u>

Amounts owed to group undertakings are established at arm's length terms and bear interest at the relevant market interest rate plus an appropriate margin.

**9. Creditors: amounts falling due after more than one year**

	<b>2019</b>	2018
	<b>€000</b>	€000
Amounts owed to group undertakings	<u><b>302,500</b></u>	<u>425,563</u>

Amounts owed to group undertakings are established at arm's length terms and bear interest at the relevant market interest rate plus an appropriate margin.

**10. Share capital**

	<b>2019</b>	2018	<b>2019</b>	2018
	<b>Number</b>	Number	<b>€000</b>	€000
Authorised, allotted, called up and fully paid:				
Ordinary shares of €1 each	<b>590,909,063</b>	590,909,063	<b>590,909</b>	590,909

**11. Related party transactions**

The Company has taken advantage of the exemption available under IAS24 'Related Party Disclosures' not to disclose transactions between the Company and other wholly owned subsidiaries and group undertakings of IMI plc.

**12. Ultimate and immediate parent company**

The Company's immediate parent company is IMI Group Limited, a company incorporated in England and Wales. The Company's ultimate parent company is IMI plc, a company incorporated in England and Wales.

The results of the Company are consolidated into the group accounts of IMI plc. The consolidated accounts of IMI plc are available to the public and may be obtained from:

The Company Secretary  
IMI plc  
Lakeside  
Solihull Parkway  
Birmingham Business Park  
Birmingham B37 7XZ

Or at [www.imiplc.com](http://www.imiplc.com)