

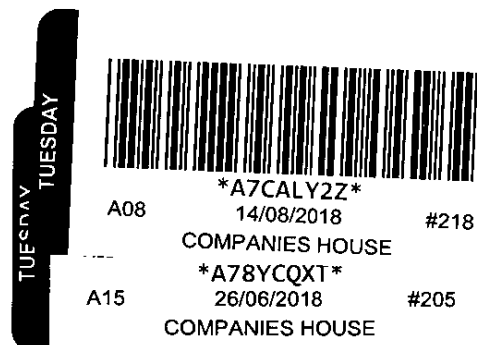
Registered No. 07843576

IMI Germany Limited

Strategic Report, Directors' Report and financial statements

For the year ended 31 December 2017

(Registered in England and Wales - number 07843576)



IMI GERMANY LIMITED**Strategic Report, Directors' Report and financial statements
for the year ended 31 December 2017****Registered No. 07843576**

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IMI GERMANY LIMITED
Registered No. 07843576
Strategic Report
for the year ended 31 December 2017

The directors of IMI Germany Limited (the 'Company') submit their Strategic Report for the year ended 31 December 2017.

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 13th 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 loss after tax of €27,360,000 for the year (2016: loss of €13,570,000).

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. 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.

By order of the Board



S McKone
Director
30 April 2018

IMI GERMANY LIMITED
Registered No. 07843576
Directors' Report
for the year ended 31 December 2017

The directors of IMI Germany Limited (the 'Company') submit their Directors' Report together with the financial statements for the year ended 31 December 2017.

1. Profits and dividends

The results for the financial year are shown in the financial statements. The directors have not recommended a final dividend for the year (2016: nil).

2. Directors

The directors who held office during the year and since 31 December 2017 were as follows:

P R Mason
S McKone (appointed 24 March 2017)
J O'Shea
I E Ronald (resigned 24 March 2017)

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.

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



S McKone
Director
30 April 2018

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

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.

IMI GERMANY LIMITED
Income statement and statement of comprehensive income
for the year ended 31 December 2017

Income statement

	Notes	2017 €000	2016 €000
Administrative expenses		(3)	(7)
Interest payable and similar costs	4	(23,032)	(38,229)
Income from investment in group undertaking		-	30,000
Loss on ordinary activities before taxation		(23,035)	(8,236)
Income tax charge	5	(4,325)	(5,334)
Loss for the financial year		(27,360)	(13,570)

Statement of comprehensive income

	2017 €000	2016 €000
Loss for the financial year	(27,360)	(13,570)
Total comprehensive expense for the year	(27,360)	(13,570)

All activities relate to continuing operations.

IMI GERMANY LIMITED
Balance sheet
as at 31 December 2017

	Notes	2017 €000	2016 €000
<i>Fixed assets</i>			
Investments	6	1,035,509	1,035,509
<i>Current assets</i>			
Debtors	7	512	-
Creditors: amounts falling due within one year	8	(57,696)	(29,824)
Net current liabilities		(57,184)	(29,824)
Creditors: amounts falling due after more than one year	9	(424,545)	(424,545)
Net assets		<u>553,780</u>	<u>581,140</u>
<i>Capital and reserves</i>			
Called up share capital	10	590,909	590,909
Profit and loss account		<u>(37,129)</u>	<u>(9,769)</u>
Total equity		<u>553,780</u>	<u>581,140</u>

For the year ended 31 December 2017, 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 2018 and were signed on its behalf by:



S McKone
Director

IMI GERMANY LIMITED
Statement of changes in equity
for the year ended 31 December 2017

	Called up share capital	Profit and loss account	Total equity
	€000	€000	€000
At 1 January 2016	263,409	3,801	267,210
Loss for the financial year	-	(13,570)	(13,570)
Total comprehensive expense for the year	-	(13,570)	(13,570)
Shares issued	327,500	-	327,500
At 31 December 2016	590,909	(9,769)	581,140
Loss for the financial year	-	(27,360)	(27,360)
Total comprehensive expense for the year	-	(27,360)	(27,360)
At 31 December 2017	590,909	(37,129)	553,780

IMI GERMANY LIMITED

Notes to the financial statements

for the year ended 31 December 2017

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 2017 were authorised for issue by the board of directors on 30 April 2018 and the balance sheet was signed on the Board's behalf by S McKone. 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 2017.

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.

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.

IMI GERMANY LIMITED
Notes to the financial statements
for the year ended 31 December 2017

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.

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 2017 or the year ended 31 December 2016.

4. Interest payable

	2017	2016
	€000	€000
Interest payable to group undertakings	23,032	38,215
Interest payable to external third party	-	14
	<u>23,032</u>	<u>38,229</u>

IMI GERMANY LIMITED
Notes to the financial statements
for the year ended 31 December 2017

5. Taxation

<i>(a) Tax charged in the income statement</i>	2017	2016
	€000	€000
<i>Current income tax:</i>		
Overseas tax	4,325	6,743
Adjustments in respect of prior years	-	(1,409)
Total current tax charge	4,325	5,334

(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 19.25% (2016: 20%). The differences are reconciled below:

	2017	2016
	€000	€000
Loss on ordinary activities before taxation	(23,035)	(8,236)
Tax calculated at UK standard rate of corporation tax of 19.25% (2016: 20%)	(4,434)	(1,647)
Non-taxable income	-	(6,000)
Non-deductible expenses	4,434	7,647
Overseas taxes	4,325	6,743
Adjustment in respect of prior years	-	(1,409)
	4,325	5,334

(c) Change in corporation tax rate

It was announced in the Budget of 16 March 2016 to reduce the rate of corporation tax to 17% from 1 April 2020. This change was substantively enacted on 6 September 2016. The deferred tax balance has been calculated using the substantively enacted rates applicable at the time when any deferred tax balances are expected to reverse.

6. Fixed asset investments

	Shares in participating interests €000
Cost and net book value	
At 1 January and 31 December 2017	1,035,509

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

7. Debtors

	2017	2016
	€000	€000
Taxation	512	-
	512	-

IMI GERMANY LIMITED
Notes to the financial statements
for the year ended 31 December 2017

8. Creditors: amounts falling due within one year

	2017 €000	2016 €000
Amounts due to group undertakings	57,696	29,271
Taxation	-	553
	<u>57,696</u>	<u>29,824</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

	2017 €000	2016 €000
Amounts owed to group undertakings	424,545	424,545
	<u>424,545</u>	<u>424,545</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

	2017 Number	2016 Number	2017 €000	2016 €000
<i>Authorised, allotted, called up and fully paid:</i>				
Ordinary shares of €1 each	590,909,063	590,909,063	590,909	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