Company Registration No. 07907001

Copper Midco 1 Limited

Annual Report and Financial Statements

For the year ended 31 December 2018

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Report and financial statements 2018

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Report and financial statements 2018

Officers and professional advisers

Directors

D R Hill C A Wall M Hartman

Secretary

M Hartman

Registered Office

Commerce Business Centre West Wilts Trading Estate Westbury Wiltshire BA13 4LS

Bankers

HSBC Bank plc 19 Midsummer Place Milton Keynes MK9 3GB

Auditor

BDO LLP R+ 2 Blagrave Street Reading Berkshire RG1 1AZ

Strategic report

The directors present their Strategic report for Copper Midco 1 Limited ("the Company") for the year ended 31 December 2018.

STRATEGIC REVIEW

The principal activity of the Company continues to be an intermediate holding company for trading companies engaged in the design, manufacture and sale of flow control and environmental protection products.

The business model remains that of holding investments within a group of trading companies.

The Company's key measurements of effectiveness of its operations include overall solvency and dividend capacity.

The business continues to be the holder of shares in Copper Midco 2 Limited and the outlook for the Company and its subsidiary has been enhanced by the business performance in 2019.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company is part of a Group (Signum Technology Limited – "Group") operating in the energy industry which has historically displayed cycles and which is a continuing risk to the Company. The Group manages this risk by providing value added services to its customers and delivering high quality products to its customers.

The business specific risks facing other companies within the Signum Technology Limited Group could have a material impact upon the Company and accordingly these risks should also be considered as risks of the Company. These risks include sales' timing risks and competitive threats. These risks are managed by the directors of the Group companies.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is part of a group whose activities expose it to a number of financial risks including price risk, credit risk, cashflow risk and liquidity risk. The primary objective is to report in a transparent and clear way. Profits reported must be represented in ultimate cashflow and the objective of the financial management within the Company is to eliminate financial risk from the operations of the Company as much as is possible.

Foreign currency risk

The Group's activities expose it to the financial risks of changes in foreign currency exchange rates. Most trading is in the home currency of Sterling but increasingly sales are made in other currencies (principally US Dollars) and this may result in a difference in ultimate Sterling value realised compared with that quoted. To mitigate this exchange rate hedging is undertaken from time to time, specific to the level of sales made in foreign currency.

Credit risk

The Company is part of a group whose principal financial assets are bank balances and cash, trade and other receivables. Group companies operate open credit for customers with a known track record of trading with the Group Company. This may expose the Group Company to a credit risk where customer circumstances change. This is mitigated by constant monitoring of customer activity and credit ratings.

Companies within the Group have large projects with customers which can lead to exposure of credit risk as amounts owed to the Group may be concentrated to a small number of customers at any one time. This credit risk is mitigated through the receipt of payments on account on a number of the larger project orders.

Strategic report (continued)

Liquidity risk

The Group balance sheet includes a number of loans. The bank loans are monitored by the Directors of the Group and the banks using a series of covenant checks. These covenants are in relation to gearing, interest cover and cashflow cover and are reviewed against performance of a sub-group, of Copper Bidco Limited and its subsidiaries. Cashflow in the Company and the Group is closely monitored and a revolving credit facility remains in place to cover temporary cashflow cycles. This working capital facility was not drawn down at 31 December 2018 and given the levels of cash in the Group there is no current need to draw on this facility.

Price risk

The Company has no significant exposure to commodity risk; however the Company is part of group engaged in the energy industry and this is a commodity market; changes in the oil or gas price can have an impact on project economics which may result in prospective orders being delayed or cancelled.

COPORATE AND SOCIAL RESPONSIBILITY

The Company takes its Corporate and social responsibility seriously. The Company adheres to the Group's corporate and social responsibility values and codes whereby employees are considered to be key stakeholders in the business as are business and community neighbours. All Group companies make every effort to ensure a safe, non-intrusive, working environment is maintained and the large majority of the supply chain is maintained in the UK. All interactions with foreign suppliers and customers are conducted on an ethical basis ensuring that those third party relationships do not themselves engage in unethical practices with regard to employment of minors or discrimination on the grounds of sex, race or religion. The Group is assessed on an annual basis for its carbon footprint and a levy is paid.

FUTURE DEVELOPMENTS

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The Group continues to build its order book across all divisions. The Group's businesses are seeing broadening of markets into different applications, the commercialisation of new products, technology developments, ERP systems and manufacturing capabilities. Investment in new sales and operations talent is bearing fruit and the oil market recovery has continued into 2019 allowing the Group to face the future with confidence.

The Group continues to look at strategic growth opportunities, both organic and acquisitive. Investment in the development of the business leadership at an individual business unit level is considered core and the businesses are encouraged to find and exploit individual business opportunity whilst acting in a co-ordinated way towards the market place.

The directors are confident of a strong and sustained period of trading ahead.

Approved by the Board of Directors and signed on behalf of the Board

M Hartman Director

17 April 2019

Copper Midco 1 Limited Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2018.

Results and dividends

The results for the period and financial position of the Company are shown in the annexed financial statements. No dividends are proposed (2017: £nil).

Going concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the financial statements. As a consequence, the directors believe that the Company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

Further details regarding the adoption of the going concern basis can be found in the statement of accounting policies in the financial statements.

Financial risk management objectives and policies

The Company acts as a holding company of investments. The main risk facing the Company is the underlying performance of its subsidiary companies. The directors assess this by ensuring the subsidiaries have sufficient resources from within the Signum Technology Limited Group to be able to continue trading.

Directors

The directors who served the Company during the period and to the date of signing this report were as follows:

DR Hill

C A Wall

C J Wilks (resigned 12th October 2018)

M Hartman (appointed 8th October 2018)

Directors Indemnities

The Company has made qualifying third party provisions for the benefit of its directors which were made during the year and remain in full force at the date of this report.

Auditor

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

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware;
- the director 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 auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

On 1 February 2019 Moore Stephens LLP merged its business with BDO LLP. As a result, Moore Stephens LLP has resigned as auditor and the directors have appointed BDO LLP as auditor in their place. BDO LLP has indicated its willingness to continue in office.

Approved by the Board of Directors and signed on behalf of the Board

M Hartman Director

17 April 2019

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Directors' responsibilities statement

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and 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 judgments and accounting 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 Copper Midco 1 Limited

Opinion

We have audited the financial statements of Copper Midco 1 Limited ("the Company") for the year ended 31 December 2018 which comprise of the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2018 and if its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

- 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.

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.

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 this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Independent auditor's report to the members of Copper Midco 1 Limited (continued)

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report and director's report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion;

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

Responsibilities of Directors

As explained more fully in the directors' responsibilities statement, 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: https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

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.

Daniel Henwood (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor

R+, 2 Blagrave Street

Reading RG1 1AZ

Date 18 April 2019

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Profit and loss account for the year ended 31 December 2018

	Notes	2018 £'000	2017 £'000
Interest receivable and similar income Interest payable and similar charges	4 3	6,173 (6,173)	5,574 (5,574)
Profit on ordinary activities before taxation	2	-	-
Tax on profit on ordinary activities	5	554	-
Profit for the financial year		554	-

Statement of comprehensive income

The Company has no comprehensive income or expenses other than those in the profit and loss account. Accordingly no statement of comprehensive income has been prepared.

The notes on pages 11 to 17 form an integral part of the financial statements presented.

Balance sheet 31 December 2018

	Notes	2018 £'000	2017 £'000
Fixed assets Investments	. 6	254	254
investments	· ·	231	23.
Current assets	7	76 700	(0.053
Debtors due in more than one year	7	76,700	69,852
Total assets		76,954	70,106
Creditors Amounts falling due in more than one year	9	(76,107)	(69,813)
Net assets		847	293
Capital and reserves Called-up share capital Share premium Profit and loss account	11 .	254 593	254 39
Shareholder's funds		847	293

The financial statements of Copper Midco 1 Limited, registered number 07907001 were approved and authorised for issue by the Board of Directors on 17 April 2019.

Signed on behalf of the Board of Directors

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M Hartman Director

The notes on pages 11 to 17 form an integral part of the financial statements presented.

Statement of Changes in Equity For the year ended 31 December 2018

	Called up share capital* £'000	Share premium account £'000	Profit and loss account £'000	Total £'000
At 1 January 2017 Loss for the financial year		254	39	293
At 31 December 2017 Loss for the financial year	- -	254	39 554	293 554
At 31 December 2018		254	593	847

^{*} Called up share capital is £92, see note 11

The notes on pages 11 to 17 form an integral part of the financial statements presented.

Notes to the financial statements for the year ended 31 December 2018

1. Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and preceding year.

Basis of accounting

Copper Midco I Limited is a private UK company limited by shares. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the strategic report on pages 2 and 3.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

The financial statements are presented in Pounds Sterling (GBP) and are presented to the nearest thousand.

Copper Midco 1 Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its financial statements. Exemptions have been taken in relation to presentation of a cashflow statement, intra group transactions and remuneration of key management personnel.

Preparation of consolidated financial statements

The financial statements contain information about Copper Midco 1 Limited as an individual company and do not contain consolidated financial information as the parent of a Group. The Company is exempt under Section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its ultimate parent company, Signum Technology Limited, a company registered in England and Wales.

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the report of the directors. As a consequence, the directors believe that the Company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Finance costs

Finance costs of financial liabilities are recognised in the profit and loss account over the term of such instruments at a constant rate on the carrying amount.

Interest income

Interest income is recognised in the profit and loss account using the effective interest method.

Fixed asset investments

Fixed asset investments, which relate solely to wholly owned subsidiaries, are stated at cost less provision for impairment. Dividends received and receivable are credited to the Company's profit and loss account to the extent that they represent a realised profit for the Company.

Notes to the financial statements for the year ended 31 December 2018 (continued)

1. Accounting policies (continued)

Financial instruments

Financial instruments are classified as either 'basic' or 'other' in accordance with Chapter 11 of FRS 102 and are recognised in the Balance Sheet when the Company becomes a party to the contractual provisions of the instrument. Financial instruments are initially measured at transaction price unless the arrangement constitutes a financing transaction which includes transaction costs for financial instruments not subsequently measured at fair value. A financing transaction is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

2. Profit on ordinary activities before taxation

Auditor's remuneration has been borne by another group Company.

The directors of the Company have been remunerated by Copper Bidco Limited, a subsidiary company; for their services to the group as a whole. Details of their remuneration can be found in that company's accounts.

The Company has no employees.

3. Interest payable and similar charges

		2018 £'000	2017 £'000
	Interest on shareholder loan notes (note 9)	6,173	5,574
		6,173	5,574
4.	Interest receivable and similar income		
		2018 £'000	2017 £'000
	Intercompany interest receivable	6,173	5,574
		6,173	5,574

Notes to the financial statements for the year ended 31 December 2018 (continued)

5. Tax credit on profit on ordinary activities

(a) Analysis of credit in the year

	2018 £'000	2017 £'000
Current tax: In respect of the year	4 555	
UK Corporation tax	-	-
Deferred tax		
Origination and reversal of timing differences (note 8) Prior year adjustments Effect of changes in tax rates	155 415 (16)	•
Tax credit on profit on ordinary activities	554	-
(b) Factors affecting current tax charge		
	2018 £'000	2017 £'000
Profit on ordinary activities before taxation	-	-
Profit on ordinary activities by rate of tax - expected charge - At 19.0% (2017 – 19.25%) Tax rate changes Prior year adjustment Effect of group/other reliefs	(16) 415 155	-
Total tax (charge)/credit	554	-

The Finance (No 2) Act 2015, which provides for reductions in the main rate of Corporation tax from 20% to 19% effective from 1 April 2017 and to 18% effective from 1 April 2020, was substantively enacted on 25 October 2015. Subsequently, the Finance Act 2016, which provides for a further reduction in the main rate of corporation tax to 17% effective 1 April 2020, was substantively enacted on 6 September 2016. These rate reductions have been reflected in the calculation of deferred tax at the balance sheet date.

Notes to the financial statements for the year ended 31 December 2018 (continued)

6. Investments

Shares in group undertakings £'000

Cost
At 1 January 2018 and 31 December 2018 254

The Company's subsidiary undertakings are:

Undertaking	Country of incorporation	Principal activity	Percentage of ordinary shares held
Copper Midco 2 Limited	UK	Intermediate holding company	100%
Copper Bidco Limited*	UK	Intermediate holding company	100%
KLAW Products Ltd*	UK	Manufactures industrial couplings	100%
Gall Thomson Environmental Ltd*	UK	Manufactures marine breakaway couplings	100%
Gall Thomson International Ltd*	UK	Dormant	100%
Vee Bee Filtration (UK) Ltd*	UK	Manufactures filters and screens	100%
Vee Bee Limited*	UK	Intermediate holding company	100%
Filtration & Valves Limited*	UK	Dormant	100%

^{*} shares held indirectly via Copper Midco 2 Limited.

The registered address of the all above subsidiary undertakings is Commerce Business Centre, West Wilts Trading Estate, Westbury, Wiltshire BA13 4LS.

Notes to the financial statements for the year ended 31 December 2018 (continued)

7.	Debtors: amounts falling due in more than one year		
		2018 £'000	2017 £'000
	Intercompany receivable Deferred tax asset (note 8)	76,107 593	69,813 39
		76,700	69,852
8.	Deferred taxation		
	The movement in the deferred taxation account during the year was:		
		2018 £'000	2017 £'000
	Balance brought forward Profit and loss account movement arising during the year (note 5(a))	39 554	39
	Balance carried forward	593	
	The balance of the deferred taxation account consists of the tax effect of timing diffe	2018 £'000	2017 £'000
	Non trading timing differences	593	39
9.	Creditors: amounts falling due after more than one year	2018	2017
		£'000	£'000
	Shareholder loan notes	76,107	69,813
		76,107	69,813

Notes to the financial statements for the year ended 31 December 2018 (continued)

9. Creditors: amounts falling due after more than one year (continued)

Shareholder loan notes are repayable as follows:

	2018	2017
	£'000	£'000
Shareholder loan notes – repayable in 2-5 years:		
12 per cent unsecured redeemable series A loan notes 2022	1,389	1,172
12 per cent unsecured redeemable series B loan notes 2022	74,718	68,641
	76,107	69,813
		

The shareholder loan notes are redeemable on 31 January 2022 or immediately in the event of an exit of the business. Interest of 12% on the shareholder loan notes can be paid in cash, settled in PIK notes or rolled-up into the principal at the option of the Company. The loan notes are unsecured.

10. Related party transactions

The Company has taken advantage of the exemption available under FRS 102, section 1.12 not to disclose transactions with other wholly owned group undertakings.

The 12 per cent unsecured redeemable series B loan notes 2022-are owned by-funds managed by Phoenix Equity—Partners Limited, a private equity firm. During the year, the Group incurred £60,000 (2017: £60,000) in relation to services provided by Phoenix Equity Partners Limited (together with certain affiliated entities), all of which was in respect of monitoring fees.

11. Share capital

Authorised share capital Ordinary shares of 1p each	2018 No. 9,150	2017 No. 9,150
Allotted, called up and fully paid	£	£
9,150 Ordinary shares of Ip each	92	92

All shareholders are entitled to one vote per share. All shares have attached to them full dividend and capital distribution rights.

Notes to the financial statements for the year ended 31 December 2018 (continued)

12. Controlling party

The immediate and ultimate parent company is Signum Technology Limited which is the group in which the Company's results are consolidated within.

The parent of the largest and smallest group for which consolidated accounts are prepared is Signum Technology Limited. Copies of the Group financial statements of Signum Technology Limited may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ. The registered office of Signum Technology Limited is Commerce Business Centre, West Wilts Trading Estate, Westbury, Wiltshire BA13 4LS or from Companies House. Signum Technology Limited is a private company limited by shares.

Signum Technology Limited is owned by funds managed by Phoenix Equity Partners Limited, a private equity firm, which is considered to be the ultimate controlling party of the Company.