

REGISTERED NUMBER: 08403986 (England and Wales)

**STRATEGIC REPORT, REPORT OF THE DIRECTORS AND  
FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2016  
FOR  
APEX STAINLESS HOLDINGS LIMITED**

Harrison Beale & Owen Limited  
Chartered Accountants and Statutory Auditors  
15 Queens Road  
Coventry  
CV1 3DE



**APEX STAINLESS HOLDINGS LIMITED**

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for the year ended 31 December 2016**

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**APEX STAINLESS HOLDINGS LIMITED**

**COMPANY INFORMATION**  
**for the year ended 31 December 2016**

**DIRECTORS:** P R Lower  
J Rosengren  
W Einungbrekke

**SECRETARY:** Mrs T M Castle

**REGISTERED OFFICE:** 20 Somers Road  
Rugby  
Warwickshire  
CV22 7DH

**REGISTERED NUMBER:** 08403986 (England and Wales)

**AUDITORS:** Harrison Beale & Owen Limited  
Chartered Accountants and Statutory Auditors  
15 Queens Road  
Coventry  
CV1 3DE

# **APEX STAINLESS HOLDINGS LIMITED**

## **STRATEGIC REPORT for the year ended 31 December 2016**

The directors present their strategic report for the year ended 31 December 2016.

### **REVIEW OF BUSINESS**

Following the company's acquisition by Bufab AB (publ) in November 2015, its activities have reduced significantly and is in effect a non-trading entity which continues to act as the holding company for its wholly owned trading subsidiary.

As such, the company does not have a strategy distinct from its trading subsidiary.

### **PRINCIPAL RISKS AND UNCERTAINTIES**

The directors do not consider the company or its trading subsidiary to be exposed to any material adverse risks that are specific to the nature of its principal activity. However, measures are in place to mitigate the impact of any risks that do arise in the ordinary course of the company's business such as the risk of fluctuations in foreign exchange rates.

### **FUTURE DEVELOPMENTS**

The company will for the foreseeable future remain as the holding company of its trading subsidiary.

### **ON BEHALF OF THE BOARD:**

A handwritten signature in black ink, appearing to read 'P R Lower', is written over a horizontal line.

P R Lower - Director

13 June 2017

## **APEX STAINLESS HOLDINGS LIMITED**

### **REPORT OF THE DIRECTORS for the year ended 31 December 2016**

The directors present their report with the financial statements of the company for the year ended 31 December 2016.

#### **PRINCIPAL ACTIVITY**

The principal activity of the company in the year under review was that of a holding company.

#### **DIVIDENDS**

No dividends will be distributed for the year ended 31 December 2016.

#### **DIRECTORS**

The directors during the year under review were:

P R Lower  
J Rosengren  
W Einungbrekke

The directors holding office at 31 December 2016 did not hold any beneficial interest in the issued share capital of the company at 1 January 2016 or 31 December 2016.

#### **DISCLOSURE IN THE STRATEGIC REPORT**

The company's review of business, principal risks and uncertainties and future developments are disclosed within the strategic report.

#### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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.

**APEX STAINLESS HOLDINGS LIMITED**

**REPORT OF THE DIRECTORS**  
**for the year ended 31 December 2016**

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**ON BEHALF OF THE BOARD:**

A handwritten signature in black ink, appearing to read 'P R Lower', is written over a horizontal line.

P R Lower - Director

13 June 2017

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF  
APEX STAINLESS HOLDINGS LIMITED**

We have audited the financial statements of Apex Stainless Holdings Limited for the year ended 31 December 2016 on pages six to fourteen. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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 a Report of the Auditors 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.

**Respective responsibilities of directors and auditors**

As explained more fully in the Statement of Directors' Responsibilities set out on page three, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic Report and the Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

**Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its profit 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.

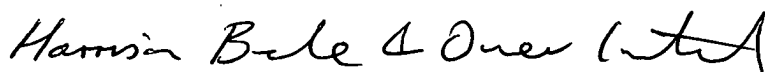
**Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where 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.



Wayne Gutteridge ACA (Senior Statutory Auditor)  
for and on behalf of Harrison Beale & Owen Limited  
Chartered Accountants and Statutory Auditors  
15 Queens Road  
Coventry  
CV1 3DE

13 June 2017

**APEX STAINLESS HOLDINGS LIMITED**

**INCOME STATEMENT  
for the year ended 31 December 2016**

	Notes	2016 £	£	2015 £	£
<b>TURNOVER</b>			-		480,000
Administrative expenses			<u>36</u>		<u>49</u>
<b>OPERATING (LOSS)/PROFIT</b>	4		(36)		479,951
Income from shares in group undertakings		-		9,695,025	
Interest receivable and similar income		<u>389</u>		<u>3,940</u>	
			<u>389</u>		<u>9,698,965</u>
			<u>353</u>		<u>10,178,916</u>
Interest payable and similar expenses	5		-		<u>335,006</u>
<b>PROFIT BEFORE TAXATION</b>			<u>353</u>		<u>9,843,910</u>
Tax on profit	6		<u>71</u>		<u>30,144</u>
<b>PROFIT FOR THE FINANCIAL YEAR</b>			<u><u>282</u></u>		<u><u>9,813,766</u></u>

The notes form part of these financial statements



**APEX STAINLESS HOLDINGS LIMITED**

**OTHER COMPREHENSIVE INCOME**  
**for the year ended 31 December 2016**

	Notes	2016 £	2015 £
<b>PROFIT FOR THE YEAR</b>		<b>282</b>	<b>9,813,766</b>
<b>OTHER COMPREHENSIVE INCOME</b>		<b>-</b>	<b>-</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>282</b>	<b>9,813,766</b>

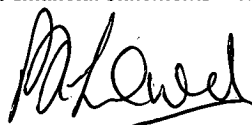
The notes form part of these financial statements

**APEX STAINLESS HOLDINGS LIMITED**

**BALANCE SHEET**  
**31 December 2016**

	Notes	2016		2015	
		£	£	£	£
<b>FIXED ASSETS</b>					
Investments	7		19,146,600		19,146,600
<b>CURRENT ASSETS</b>					
Cash at bank		74,735		128,526	
<b>CREDITORS</b>					
Amounts falling due within one year	8	71		54,144	
<b>NET CURRENT ASSETS</b>			<u>74,664</u>		<u>74,382</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<u><u>19,221,264</u></u>		<u><u>19,220,982</u></u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	9		72,000		72,000
Other reserves	10		5,688,000		5,688,000
Retained earnings	10		<u>13,461,264</u>		<u>13,460,982</u>
<b>SHAREHOLDERS' FUNDS</b>			<u><u>19,221,264</u></u>		<u><u>19,220,982</u></u>

The financial statements were approved by the Board of Directors on 13 June 2017 and were signed on its behalf by:



P R Lower - Director

The notes form part of these financial statements

**APEX STAINLESS HOLDINGS LIMITED**

**STATEMENT OF CHANGES IN EQUITY**  
for the year ended 31 December 2016

	<b>Called up share capital £</b>	<b>Retained earnings £</b>	<b>Other reserves £</b>	<b>Total equity £</b>
<b>Balance at 1 January 2015</b>	72,000	3,647,216	5,688,000	9,407,216
<b>Changes in equity</b>				
Total comprehensive income	-	9,813,766	-	9,813,766
<b>Balance at 31 December 2015</b>	<u>72,000</u>	<u>13,460,982</u>	<u>5,688,000</u>	<u>19,220,982</u>
<b>Changes in equity</b>				
Total comprehensive income	-	282	-	282
<b>Balance at 31 December 2016</b>	<u><u>72,000</u></u>	<u><u>13,461,264</u></u>	<u><u>5,688,000</u></u>	<u><u>19,221,264</u></u>

The notes form part of these financial statements

## **APEX STAINLESS HOLDINGS LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2016**

#### **1. STATUTORY INFORMATION**

Apex Stainless Holdings Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

#### **2. ACCOUNTING POLICIES**

##### **Basis of preparing the financial statements**

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The principal accounting policies adopted in the preparation of the financial statements are set out below and have remained unchanged from the previous year.

##### **Financial reporting standard 102 - reduced disclosure exemptions**

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirement of Section 33 Related Party Disclosures paragraph 33.7.

##### **Preparation of consolidated financial statements**

The financial statements contain information about Apex Stainless Holdings 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 requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, Bufab AB (publ), Box 2266, SE-331 02, Vamano, Sweden.

##### **Turnover**

Turnover is measured at the fair value of the consideration received or receivable net of VAT and trade discounts. The policies adopted for the recognition of turnover are as follows:

Turnover from the rendering of services is recognised when services are delivered.

Interest income is recognised using the effective interest method and dividend income is recognised as the company's right to receive payment is established.

##### **Investments in subsidiaries**

Investments in subsidiaries are stated at cost less provisions for diminution in value.

##### **Taxation**

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

# APEX STAINLESS HOLDINGS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS - continued for the year ended 31 December 2016

### 2. ACCOUNTING POLICIES - continued

#### Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

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

#### Financial instruments

Loans and borrowings are initially recognised at the transaction price including transaction costs. Subsequently, they are measured at amortised cost using the effective interest rate method, less impairment.

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the income statement.

### 3. EMPLOYEES AND DIRECTORS

There were no staff costs for the year ended 31 December 2016 nor for the year ended 31 December 2015.

	2016 £	2015 £
Directors' remuneration	-	-
	<u>          </u>	<u>          </u>

### 4. OPERATING (LOSS)/PROFIT

The operating loss (2015 - operating profit) is stated after charging:

	2016 £	2015 £
Auditor's remuneration	1,000	2,000
	<u>          </u>	<u>          </u>

Auditor's remuneration relating to the company is charged to and settled by the company's subsidiary undertaking, Apex Stainless Fasteners Limited.

### 5. INTEREST PAYABLE AND SIMILAR EXPENSES

	2016 £	2015 £
Interest on group loan	-	162,434
Interest payable on loan notes	-	172,572
	<u>          </u>	<u>          </u>
	-	335,006
	<u>          </u>	<u>          </u>

**APEX STAINLESS HOLDINGS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**for the year ended 31 December 2016**

**6. TAXATION**

**Analysis of the tax charge**

The tax charge on the profit for the year was as follows:

	2016 £	2015 £
Current tax:		
UK corporation tax	71	30,144
	<u>71</u>	<u>30,144</u>
Tax on profit	<u>71</u>	<u>30,144</u>

**Reconciliation of total tax charge included in profit and loss**

The tax assessed for the year is the same as the standard rate of corporation tax in the UK.

	2016 £	2015 £
Profit before tax	353	9,843,910
Profit multiplied by the standard rate of corporation tax in the UK of 20% (2015 - 20%)	71	1,968,782
Effects of:		
Income not taxable for tax purposes	-	(1,939,005)
Other tax adjustments	-	367
	<u>71</u>	<u>30,144</u>
Total tax charge	<u>71</u>	<u>30,144</u>

**7. FIXED ASSET INVESTMENTS**

	Shares in group undertakings £
<b>COST</b>	
At 1 January 2016 and 31 December 2016	19,146,600
<b>NET BOOK VALUE</b>	
At 31 December 2016	19,146,600
At 31 December 2015	19,146,600

The company's investments at the Balance Sheet date in the share capital of companies include the following:

**Apex Stainless Fasteners Limited**

Registered office: Inside the UK

Nature of business: stockholders and distributors of fasteners

	%		
	holding		
Class of shares:	100.00		
Ordinary			
		2016 £	2015 £
Aggregate capital and reserves		19,044,237	15,056,861
Profit for the year		3,987,376	3,295,624

**APEX STAINLESS HOLDINGS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS - continued  
for the year ended 31 December 2016**

**8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2016	2015
	£	£
Tax	71	30,144
VAT	-	24,000
	<u>71</u>	<u>54,144</u>

**9. CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:				
Number:	Class:	Nominal value:	2016	2015
			£	£
72,000	Ordinary	£1	<u>72,000</u>	<u>72,000</u>

All ordinary shares rank pari passu with respect to voting rights, the rights to distribution of dividends and the repayment of capital.

**10. RESERVES**

	Retained earnings £	Other reserves £	Totals £
At 1 January 2016	13,460,982	5,688,000	19,148,982
Profit for the year	282		282
	<u>13,461,264</u>	<u>5,688,000</u>	<u>19,149,264</u>

**Retained earnings**

This reserve represents all current and prior year retained profits and losses.

**Other reserves**

Other reserves represent the creation of a merger relief reserve in line with the provisions of the Companies Act 2006 section 612, following the company's acquisition of Apex Stainless Fasteners Limited.

**11. ULTIMATE PARENT COMPANY**

Bufab AB (Publ) (incorporated in Sweden) is regarded by the directors as being the company's ultimate parent company.

The company's immediate parent is Bult Finnveden AB, a company incorporated in Sweden.

Bufab AB (publ) is the largest group financial statements that consolidate this company. These group accounts are available to the public from:-

Box 2266,  
SE-331 02,  
Vamamo,  
Sweden.

Bufab AB (publ) was listed on the NASDAQ Stockholm stock exchange in February 2014.

**APEX STAINLESS HOLDINGS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**for the year ended 31 December 2016**

**12. CONTINGENT LIABILITIES**

There is an omnibus guarantee and set off agreement dated 17 June 2014 given by the company and Apex Stainless Fasteners Limited.

**13. DIRECTORS' ADVANCES, CREDITS AND GUARANTEES**

During the year the company repaid £Nil (2015: £4,392,000) to P R Lower, director, in respect of deferred loan notes. Interest on the loan notes is levied at 5% and interest was paid to P R Lower of £Nil (2015: £172,572).

At the year end the company owed £Nil (2015: £Nil) to P R Lower.

**14. RELATED PARTY DISCLOSURES**

Key management are considered to be the directors, whose remuneration is disclosed in the preceding notes to these financial statements.

In November 2015 the entire issued share capital of the company was acquired by Bult Finnveden AB, an immediate subsidiary undertaking of Bufab AB (publ).

The following directors and related parties' shareholdings were disposed of in full as a result of the change in ownership:-

Name	Relationship	Interest in Ordinary £1 shares
P R Lower	Director	5,000
M P Lower	Director and son of P R Lower	16,000
E R Lower	Director and son of P R Lower	16,000
L J Lower	Spouse of P R Lower	11,000
C V Davies	Daughter of P R Lower	12,000
J E Waller	Daughter of P R Lower	12,000
Total		<u>72,000</u>

**15. CONTROLLING INTERESTS**

The controlling party is Bufab AB (publ).