

ALS UK (Holdings) Limited

Annual report and financial statements

Registered number 08632009

For the year ending 31 March 2018



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Directors' report

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

The Company has met the requirements in the Companies Act 2006 to obtain the exemption provided, based on its size, from the presentation of a strategic report.

Principal activities

The Company's principal activity is that of a holding Company.

Business review

The financial results of the Company are shown on page 5. The directors consider both the year end position and the result for the year to be satisfactory. The Company is expected to continue to act as a holding Company for the foreseeable future.

There are no key financial performance indicators specific to the Company.

Proposed dividend

The directors do not recommend the payment of a dividend.

Directors

The directors who held office during the year were as follows:

R Naran (appointed 21 June 2017)
G Kilmister (resigned 21 June 2017)

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



R Naran
Director

20 December 2018

Caddick Road
Knowsley Business Park
Prescot
Liverpool
Merseyside
L34 9HP

Statement of directors' responsibilities in respect of the annual report and the financial statements

The directors are responsible for preparing the Strategic Report, the Director's 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), 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 judgements and 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP
8 Princes Parade
Liverpool
L3 1QH
United Kingdom

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ALS UK (HOLDINGS) LIMITED

Opinion

We have audited the financial statements of ALS UK (Holdings) Limited ("the company") for the year ended 31 March 2018 which comprise the Profit and Loss Account and Other Comprehensive Income, Balance sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover this reports and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in this report for the financial year is consistent with the financial statements; and
- in our opinion this report has been prepared in accordance with the Companies Act 2006.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ALS UK (HOLDINGS) LIMITED *(continued)*

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 2, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Hywel Jones (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
8 Princes Parade
Liverpool
L3 1QH

Date: 21 December 2018

Profit and Loss Account and Other Comprehensive Income
for year ended 31 March 2017

	Note	2018 \$000	2017 \$000
Turnover		-	-
Cost of sales		-	-
		<hr/>	<hr/>
Gross profit		-	-
Administrative expenses	2	-	(10)
		<hr/>	<hr/>
Operating profit/(loss)		-	(10)
Profit on disposal of fixed asset investments	2	50,346	-
Income from shares in group undertakings	4	83,226	-
Interest receivable and similar income	5	338	-
Interest payable and similar charges	6	(632)	(905)
		<hr/>	<hr/>
Profit/(loss) before taxation		133,278	(915)
Tax on profit/(loss)	7	-	-
		<hr/>	<hr/>
Profit/(loss) and total comprehensive income for the financial year		133,278	(915)
		<hr/>	<hr/>

The notes on pages 8 to 15 form part of these financial statements

Balance Sheet
at 31 March 2018

	Note	2018 \$000	\$000	2017 \$000	\$000
Fixed assets					
Investments	8				
Current assets					
Debtors	9	10,976			
		10,976			
Creditors: amounts falling due within one year	10	(19,123)		(141,425)	
Net current liabilities			(8,147)		(141,425)
Total assets less current liabilities			(8,147)		(141,425)
Net liabilities			(8,147)		(141,425)
Capital and reserves					
Called up share capital	11	170,000		170,000	
Profit and loss account		(178,147)		(311,425)	
Shareholders' funds			(8,147)		(141,425)

The notes on pages 8 to 15 form part of these financial statements

These financial statements were approved by the board of directors on 20 Dec 2018 and were signed on its behalf by:



R Narao
Director

Company registered number: 05930723

Statement of Changes in Equity

	Called up Share capital	Profit and loss account	Total equity
	\$000	\$000	\$000
Balance at 1 April 2016	170,000	(310,172)	(302,172)
Total comprehensive income for the period			
Loss	-	(915)	(915)
Other comprehensive income	-	-	-
Total comprehensive income for the period	-	(915)	(915)
Balance at 31 March 2017	170,000	(311,425)	(141,425)
Balance at 1 April 2017	170,000	(311,425)	(141,425)
Total comprehensive income for the period			
Profit	-	133,278	133,278
Other comprehensive income	-	-	-
Total comprehensive income for the period	-	133,278	133,278
Balance at 31 March 2018	170,000	(178,147)	(8,147)

The notes on pages 8 to 15 form part of these financial statements

Notes

(forming part of the financial statements)

1 Accounting policies

ALS UK (Holdings) Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK.

The Company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("*FRS 102*") as issued in August 2014. The amendments to FRS 102 issued in July 2015 and effective immediately have been applied. The presentation currency of these financial statements is US Dollars. All amounts in the financial statements have been rounded to the nearest \$1,000.

The Company's ultimate parent undertaking, ALS Limited includes the Company in its consolidated financial statements. The consolidated financial statements of ALS Limited are available to the public and may be obtained from the address in note 10. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 102 in its next financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

1.2 Going concern

Notwithstanding net current liabilities of \$8m as at 31 March 2018 the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the company will have sufficient funds, through funding from its ultimate parent company, ALS Limited, to meet its liabilities as they fall due for that period.

Those forecasts are dependent on ALS Limited not seeking repayment of the amounts currently due to the group, which at 31 March 2018 amounted to \$19m, and providing additional financial support during that period. ALS Limited has indicated its intention to continue to make available such funds as are needed by the company, and that it does not intend to seek repayment of the amounts due at the balance sheet date, for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and consequently have prepared the financial statements on a going concern basis.

Notes (continued)

1 Accounting policies (continued)

1.3 Foreign currency

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

1.4 Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Investments in subsidiaries, jointly controlled entities and associates

These are separate financial statements of the company. Investments in subsidiaries, jointly controlled entities and associates are carried at cost less impairment.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

1.5 Impairment

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Notes (continued)

1 Accounting policies (continued)

1.5 Impairment (continued)

Non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to cash-generating units, or ("CGU") that are expected to benefit from the synergies of the combination. For the purpose of goodwill impairment testing, if goodwill cannot be allocated to individual CGUs or groups of CGUs on a non-arbitrary basis, the impairment of goodwill is determined using the recoverable amount of the acquired entity in its entirety, or if it has been integrated then the entire entity into which it has been integrated.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a *pro rata* basis.

1.6 Expenses

Interest receivable and Interest payable

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy).

Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains. Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the company's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

1.7 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Notes (continued)

1 Accounting policies (continued)

1.7 Taxation (continued)

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

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.

2 Expenses and auditor's remuneration

Included in profit/loss are the following:

	2018 \$000	2017 \$000
Profit on disposal of fixed asset investments	50,346	-

During the year the Company sold its investment in Reservoir Group LLC for \$50m. The value of the investment was fully impaired in a previous period, therefore the proceeds represent the profit on disposal.

Auditor's remuneration:

	2018 \$000	2017 \$000
Audit of these financial statements (borne by another group entity)	4	7
Amounts receivable by the company's auditor and its associates in respect of:		
Other tax advisory services	-	-

3 Staff numbers and costs

The company does not have any employees. As a consequence there were no staff costs and no directors received any remuneration in respect of services to this company (2017: \$nil).

4 Income from Shares in Group Undertakings

	2018 £000	2017 £000
Dividends received from group undertakings	83,226	-

Notes (continued)

5 Interest receivable and similar income

	2018 £000	2017 £000
Interest receivable on financial liabilities at amortised cost	338	-
Net foreign exchange profit	-	-
	<hr/>	<hr/>

6 Interest payable and similar charges

	2018 £000	2017 £000
Interest payable on financial liabilities at amortised cost	632	905
Net foreign exchange loss	-	-
	<hr/>	<hr/>
Total other interest payable and similar charges	632	905
	<hr/>	<hr/>

Interest payable and similar charges includes \$631,873 (2017: \$905,362) was payable to group undertakings.

7 Taxation

Total tax expense recognised in the profit and loss account, other comprehensive income and equity

	2018 £000	2017 £000
<i>Current tax</i>		
Total current tax	-	-
<i>Deferred tax</i>		
Total deferred tax	-	-
	<hr/>	<hr/>
Total tax	-	-
	<hr/>	<hr/>

Notes (continued)

7 Taxation (continued)

Reconciliation of effective tax rate

	2018 \$000	2017 \$000
Profit/(Loss) for the year	133,278	(915)
Total tax expense	-	-
Profit/(Loss) excluding taxation	133,278	(915)
Tax using the UK corporation tax rate of 19% (2017: 20%)	25,323	(183)
Non-deductible expenses	48	98
Non-taxable income	(25,380)	-
Group relief surrendered	9	85
Total tax expense included in profit or loss	-	-

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015. An additional reduction to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. The deferred tax liability at 31 March 2018 has been calculated based on these rates.

8 Fixed asset investments

	Shares in group undertakings \$000
<i>Cost and net book value</i>	
At beginning of year	-
Impairment charge	-
At end of year	-

The Company has the following investments in subsidiaries and jointly controlled entities:

Subsidiary undertakings	Aggregate of capital and reserves \$000	Profit or loss for the year \$000	Country of incorporation	Registered office address	Class of shares held	Ownership 2018 %	Ownership 2017 %
ALS Petrophysics Limited	2,686	(1,511)	UK	Unit 1B Henley Business Park, Guildford, Surrey, GU3 2DX	Ordinary	100	100

The write down of subsidiaries and joint ventures to net realisable value amounts to \$Nil (2017: \$nil) (See note 2).

Notes (continued)

9 Debtors: amounts falling due within one year

	2018 \$000	2017 \$000
Escrow Account	638	-
Promissory note – Madison	10,338	-
	<u>10,976</u>	<u>-</u>
Due within one year	638	-
Due after more than one year	10,338	-
	<u>10,976</u>	<u>-</u>

The promissory note due from Madison is in relation to the sale of the Reservoir group during the year.

10 Creditors: amounts falling due within one year

	2018 \$000	2017 \$000
Amounts owed to group undertakings	19,117	141,417
Accruals and deferred income	6	8
	<u>19,123</u>	<u>141,425</u>

11 Capital and reserves

Share capital

	2018 \$000	2017 \$000
<i>Allotted, called up and fully paid</i>		
170,000,000 ordinary shares of \$1 each (2017: 170,000,000)	170,000	170,000
	<u>170,000</u>	<u>170,000</u>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

Other related party transactions

13 Ultimate parent company and parent company of larger group

The largest and smallest group in which the results of the Company are consolidated is that headed by ALS Limited, incorporated in Australia. No other group financial statements include the results of the Company. The consolidated financial statements of ALS Limited are available to the public and can be accessed from the company's website at www.alsglobal.com.