

Invenens Limited

Annual report and financial statements

Registered number 09192949

31 December 2017



Contents

Strategic Report	1
Directors' Report	2
Statement of directors' responsibilities in respect of the annual report and the financial statements	3
Independent auditor's report to the members of Invenens Limited	4
Profit and Loss Account and Other Comprehensive Income	6
Balance Sheet	7
Statement of Changes in Equity	8
Notes	9

Strategic Report

The directors present their report together with the audited financial statements for the year ended 31 December 2017.

The Company was incorporated on 29 August 2014. Since that date, the Company's principal activity has been that of an administrative and holding Company for the technology companies within the Ausurus Group. Since the Company is an intermediate holding Company, there are no Key Performance Indicators to disclose.

The principal risks and uncertainties affecting the Company are, indirectly, those impacting the companies which it services and from which future income will be generated.

The directors are satisfied with the management of these risks for the period under review, and will ensure that risk management processes are appropriate as the business develops.

By order of the board



Neil Stinson
Director

Sirius House
Delta Crescent
Westbrook
Warrington
Cheshire
WA5 7NS
26 June 2018

Directors' Report

The directors present their report together with the audited financial statements for the year ended 31 December 2017.

Principal activities

The principal activity of the Company is that of administrative and holding company for the technology companies within the Ausurus Group.

Directors

The directors who served throughout the year and up to the date of this report (unless otherwise stated) are set out below:

Christopher Sheppard

Neil Stinson

The ultimate parent company, Ausurus Group Limited, provided qualifying third party indemnity provisions to the directors of the Company during the financial year and at the date of this report.

Research and development

There was no research and development expenditure in the year (2016: £nil).

Proposed dividend

The directors do not recommend the payment of a dividend (2016: £nil).

Employees

The Company had no employees in the current and prior periods.

Political contributions

The Company made no political donations or incurred any political expenditure during the year (2016: £nil).

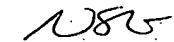
Disclosure of information to auditor

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

In accordance with 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



Neil Stinson
Director

Sirius House
Delta Crescent
Westbrook
Warrington
Cheshire
WA5 7NS
26 June 2018

Statement of directors' responsibilities in respect of the annual 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 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.



Independent auditor's report to the members of Invenens Limited

Opinion

We have audited the financial statements of Invenens Limited ("the company") for the year ended 31 December 2017 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 December 2017 and of its loss 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.

Strategic report and directors' report

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

Our responsibility is to read the strategic report and 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 strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

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.

We have nothing to report in these respects.

Independent auditor's report to the members of Invenens Limited (continued)

Directors' responsibilities

As explained more fully in their statement set out on page 3, 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.

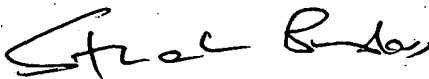
Auditor's responsibilities

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.



Stuart Burdass (Senior statutory auditor)
For and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
1 St Peter's Square
Manchester
M2 3AE
26 June 2018

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

	<i>Note</i>	Year ended 31 December 2017 £000	16 month period ended 31 December 2016 £000
Turnover		-	-
Administrative expenses	2-3	(1,127)	(712)
Operating loss		(1,127)	(712)
Interest payable and similar charges		-	-
Loss on ordinary activities before taxation		(1,127)	(712)
Tax on loss on ordinary activities	4	361	-
Loss for the financial period		(766)	(712)
Other comprehensive income			
Other comprehensive income for the period, net of tax		-	-
Total comprehensive loss for the period		(766)	(712)

The notes on pages 9 to 15 form part of the financial statements.

Balance Sheet
at 31 December 2017

	<i>Note</i>	2017 £000	2016 £000
Fixed assets			
Investments	5	<u>24,707</u>	<u>10,057</u>
Current assets			
Debtors (including £nil due after more than one year)	6	<u>530</u>	<u>169</u>
		530	169
Creditors: amounts falling due within one year	7	<u>(27,380)</u>	<u>(11,603)</u>
Net current liabilities		<u>(26,850)</u>	<u>(11,434)</u>
Total assets less current liabilities		<u>(2,143)</u>	<u>(1,377)</u>
Net liabilities		<u>(2,143)</u>	<u>(1,377)</u>
Capital and reserves			
Called up share capital	8	<u>-</u>	<u>-</u>
Profit and loss account		<u>(2,143)</u>	<u>(1,377)</u>
Shareholders' deficit		<u>(2,143)</u>	<u>(1,377)</u>

These financial statements were approved by the board of directors on 26 June 2018 and were signed on its behalf by:



Neil Stinson
Director

Company registered number: 09192949

Sirius House
Delta Crescent
Westbrook
Warrington
Cheshire
WA5 7NS

The notes on pages 9 to 15 form part of the financial statements.

Statement of Changes in Equity

	Called up share capital £000	Profit and loss account £000	Total equity £000
Balance at 1 January 2016	-	(665)	(665)
Total comprehensive income for the period			
Loss for the period	-	(712)	(712)
	<u> </u>	<u> </u>	<u> </u>
Balance at 31 December 2016	<u> </u> <u> </u>	<u> </u> <u> </u>	<u> </u> <u> </u>

	Called up share capital £000	Profit and loss account £000	Total equity £000
Balance at 1 January 2017	-	(1,377)	(1,377)
Total comprehensive income for the year			
Loss for the year	-	(766)	(766)
	<u> </u>	<u> </u>	<u> </u>
Balance at 31 December 2017	<u> </u> <u> </u>	<u> </u> <u> </u>	<u> </u> <u> </u>

The notes on pages 9 to 15 form part of the financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

Invenens Limited (the "Company") is a private company limited by shares and incorporated and domiciled in the UK. The Company's registered office is Sirius House, Delta Crescent, Westbrook, Warrington, WA5 7NS.

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 2016 and effective immediately have been applied. The presentation currency of these financial statements is Sterling. All amounts in the financial statements have been rounded to the nearest £'000.

The Company's ultimate parent undertaking, Ausurus Group Ltd includes the Company in its consolidated financial statements. The consolidated financial statements of Ausurus Group Ltd are available to the public and may be obtained from Companies House. 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 is exempt by virtue of s400 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.

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

The directors are of the opinion that there are no judgements in the application of these accounting policies that have a significant effect on the financial statements.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

1.2 Going concern

The Company acts as an administrative and holding company for the technology companies of Ausurus Group. The financial statements have been prepared on the basis of the Company being a going concern, on the confirmation that the principal investors, will continue to extend financial support for the Company to continue operations and to settle financial obligations as they arise. The board of directors are confident that the financial accommodation to meet the working capital requirements of the Company will be available at least for a period of twelve months from the date of the approval of the financial statements.

Notes (continued)

I Accounting policies (continued)

1.3 Classification of financial instruments issued by the Company

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- (b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

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.

Investments in ordinary shares

Investments in equity instruments are measured initially at fair value, which is normally the transaction price. Transaction costs are excluded if the investments are subsequently measured at fair value through profit and loss. Subsequent to initial recognition, investments that can be measured reliably are measured at fair value with changes recognised in the profit or loss account. Other investments are measured at cost less impairment in the profit or loss account.

Notes (continued)

1 Accounting policies (continued)

1.5 Impairment excluding investment properties and deferred tax assets

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 the profit or loss account. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through the profit or loss account.

1.6 Provisions

A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

1.7 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 and the unwinding of the discount on provisions,

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.

Notes (continued)

1 Accounting policies (continued)

1.8 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; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. 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.

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. Goodwill is adjusted by the amount of such deferred 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. For non-depreciable assets that are measured using the revaluation model, or investment property that is measured at fair value, deferred tax is provided at the rates and allowances applicable to the sale of the asset/property, except when the investment property has a limited useful life and the objective of the company's business model is to consume substantially all of the value through use. In the latter case the tax rate that is expected to apply to the reversal of the related difference is used. 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 Staff numbers and costs

There are no persons employed by the Company.

None of the directors received any remuneration from the Company. The directors are remunerated by the parent Company, Ausurus Group Ltd, and their remuneration is disclosed in the financial statements of the parent company. It is not possible to apportion the remuneration between subsidiary companies.

3 Auditors' remuneration

Fees in respect of the audit of these financial statements are borne by another group company.

Notes (continued)

4 Taxation

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

	2017 £000	2016 £000
Current tax		
Current tax on loss for the period	361	-
	<hr/>	<hr/>
Total tax credit	361	-
	<hr/>	<hr/>

Analysis of current tax recognised in profit and loss:

	2017 £000	2016 £000
UK corporation tax	361	-
	<hr/>	<hr/>

Reconciliation of effective tax rate:

	2017 £000	2016 £000
Loss for the period	(766)	(712)
Total tax credit	(361)	-
	<hr/>	<hr/>
Loss before taxation	(1,127)	(712)
	<hr/>	<hr/>
Tax using the UK corporation tax rate of 19.25% (2016: 20.0%)	(217)	(142)
Unrecognised deferred tax losses	(144)	142
	<hr/>	<hr/>
Total tax credit included in profit or loss	(361)	-
	<hr/>	<hr/>

5 Fixed asset investments

	£000
Cost and carrying amount	
At 1 January 2017	10,057
Additions in the year (see below)	14,650
	<hr/>
At 31 December 2017	24,707
	<hr/>

The addition in the year above of £14,650k relates to the novation to the Company of the intercompany balance between MBA with European Metal Recycling Limited. Further, on 31 December 2017 the loan to MBA was converted to equity.

Notes (continued)

6 Debtors

	2017 £000	2016 £000
Corporation tax	-	169
Amounts owed by Group undertakings	530	-
	<u>530</u>	<u>-</u>

7 Creditors: amounts falling due within one year

	2017 £000	2016 £000
Amounts owed to group undertakings	27,380	11,603
	<u>27,380</u>	<u>11,603</u>

Amounts owed to group undertakings are repayable on demand and carry no interest.

8 Called up share capital

	£000
<i>Allotted, called up and fully paid</i>	
100 ordinary shares of £1 each	-
	<u>-</u>
Shares classified in shareholders' funds	-
	<u>-</u>

There have been no changes in share capital during the year ended 31 December 2017.

Notes (continued)

9 Ultimate parent company and parent company of larger group

The Company is a subsidiary undertaking of Ausurus Group Ltd, the ultimate controlling party.

The largest group in which the results of the Company are consolidated is that headed by Ausurus Group Ltd, incorporated in England, the registered office is Sirius House, Delta Crescent, Westbrook, Warrington, WA5 7NS. No other group financial statements include the results of the Company. The consolidated financial statements of this group are available to the public and may be obtained from Companies House.