

Avantus Aerospace HoldCo2 Limited

Annual Report and financial statements

Registered number 09358935

For the year ended 31 March 2023



Avantus Aerospace HoldCo2 Limited
Annual Report and financial statements
For the year ended 31 March 2023

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Strategic report

Business review and principal activities

The company's principal activities are those of a holding company.

The company is a wholly owned subsidiary of Avantus Aerospace HoldCo Limited which is itself ultimately owned by Avantus Aerospace Group Limited, the ultimate parent.

As shown in the company's profit and loss account on page 11, the company's loss after taxation stands at \$15,668,000 (2022: *loss of \$17,193,000*). This is driven through an increased net intercompany interest charge offset by a larger foreign exchange gain.

The balance sheet on page 12 of the financial statements shows that the company's financial position at the year end is net liabilities of \$124,711,000 (2022: *\$109,043,000*).

In addition to financial measures, the main key performance indicators (KPIs) regularly monitored by the company include net borrowing levels and total interest expense.

Principal risks and uncertainties

The company's funding and cash flows requirements are considered as a part of a wider group strategy and as such the company's key risks are the same as those of the group. The primary element of risk associated with the company is liquidity risk.

The company is funded by a combination of intercompany balances and bank loans. These loans are principally long term in nature. The group funds interest and capital payments from cash flows generated from operations.

The overarching group policies in relation to external risks, including interest rate risk, foreign exchange risk and liquidity risk, all of which are managed centrally, are set out in the consolidated financial statements of Avantus Aerospace Group Limited. Note 16 sets out where the financial statements of Avantus Aerospace Group Limited may be obtained.

The company has a bank loan with interest set at a range between 6.5% and 8% above LIBOR with a minimum 1% base. The company is also funded by intra-group borrowings which has interest charged at 10% and is not repayable until at least 12 months from the balance sheet date.

Subsequent to the year end, the terms of the bank loans were revised. See subsequent event note 15.

Other macroeconomic factors including Covid-19

As an intermediary holding company, inflation, the conflict in Ukraine and Covid-19 did not have a material impact on the company within the reporting period. The Company is a wholly owned subsidiary of the Avantus Aerospace Group Limited Group – the key risks faced by the Group during this time are set out in the financial statements of Avantus Aerospace Group Limited which are available to the public.

Going concern

The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The company participates in the Avantus Aerospace Group Limited (the 'group') centralised treasury and banking arrangements, along with its parent and certain fellow subsidiaries, including acting as a guarantor under the group's principal financing arrangements. Accordingly, the company's ability to operate as a going concern is directly linked to the group's position.

The Board of directors of the group have prepared a going concern assessment for a period of at least 12 months from projections based on their business plan to 31 March 2026 and in concluding on going concern considered a period of not less than 12 months from date of approval of these financial statements. These business plans' cash projections have then been sensitised to reflect a severe but plausible downside scenario which indicates that the group will have sufficient funds to meet its liabilities as they fall due for that period. The group's assessment was made available to the company.

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Strategic report *(continued)*

Going concern *(continued)*

Avantus Aerospace Group Limited has provided the company with an undertaking that for at least 12 months from the date of these financial statements, it will continue to make available such funds as are needed by the company and will not seek repayment of the amounts currently made available. This should enable the company to continue in operational existence for the 12 months from the date of signing these financial statements by meeting its liabilities as they fall due for payment.

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.

Based on their enquiries the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

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Strategic report (*continued*)

Statement by the directors in respect of their statutory duties in accordance with s172(1) Companies Act 2006

The board is of the opinion that it is suitably composed, with an appropriate range of pertinent skills and experience and the directors consider that they have acted both individually and together, in good faith and in a manner most likely to promote the success of the company for the benefit of its stakeholders through the decisions it has taken via monthly board meetings which monitor and discuss both operational and governance matters in the year to 31 March 2023. The s172 statement focuses on matters of strategic importance to Avantus Aerospace HoldCo2 Limited, and the level of information disclosed is consistent with the size and complexity of its business. The following paragraphs summarise how the directors fulfil their duties in respect of s172.

Our culture is customer centred and we conduct our operations with entrepreneurial spirit, passion, and an uncompromising commitment to delivering the highest levels of performance. Our operating philosophy is guided by a strong commitment to integrity, customer focus, excellence, teamwork and personal and corporate citizenship.

The company is a wholly owned subsidiary of Avantus Aerospace Group Limited and therefore the Board operates with the frameworks and principles established by Avantus Aerospace Group. The Group considers there are three distinct group of key stakeholders. These groups and examples of how the Group and Company have considered their interests in the year are set out below alongside strategically important priorities on risk management and ESG:

- *Risk management and the long-term consequences of decisions.* The company, through its Board, management team and quality assurance systems operates an established and proven methodology for effectively identifying, evaluating, managing and mitigating the key risks it faces. More detail is provided within the “principal risks and uncertainties” section of this strategic report.
- *Environmental, Social and Governance(ESG).* The company is conscious of the physical and social environments in which it operates. We have a range of initiatives across the group to aim to reduce waste and limit the overall impact of our carbon footprint. The company takes measures at each of its operating subsidiaries to recognise and support the diverse demographic of its local workforces. The company operates within a robust framework of governance and ethics and maintains good working practices and procedures in order to ensure that its operations comply with all relevant laws, regulations and standards.
- *Employees* - We recognise our dedicated and expert workforce as a key driver of the value derived from the business. Our colleagues are experienced and continuously developed to fulfil their potential. All employees are offered a fair benefits and compensation package relative to their role and level in the organisation. During the year online training and staff performance management tools were rolled out across the company. We place high regard in the ethical standards of our business and its staff and during the year all related governance standards were updated and communicated.
- *Customers and Suppliers* – the group works closely with its customers by striving to be a responsive, flexible and supportive partner. Timely delivery to the best standards of quality is core to this. The company’s operations are regularly recognised by our customers for their excellence in service. We pride ourselves on going the extra mile and recognise customer loyalty as a key part of our long-term success. The company also recognises the huge role its suppliers play in its long-term success. We strive to maximise value from our suppliers and work with them to support the delivery of our customers’ needs.
- *Stakeholders* - We consider the present, future and emerging risks of external stakeholders including customers, suppliers, governments and compliance organisations and take steps to mitigate them. The company supports local endeavours of our employees and customers.

By order of the board

Alastair Fanning

Alastair Fanning

Director

Date: 28 July 2023

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Directors' report

The directors present their directors' report and financial statements for the year ended 31 March 2023.

Future developments

The directors are not aware, at the date of this report, of any likely major changes in the company's activities in the next year.

Employees

The Directors acknowledge their duty under s.172 of the Companies Act 2006 and consider that they have individually and together acted in the way that would be most likely to promote the success of the company for the benefit of its members as a whole, as set out in our s.172 statement on page 3 of the Strategic report. A consideration of the company's relationship with wider stakeholders, including the Group's suppliers and customers, is also disclosed in the same statement.

Results and dividends

The company's loss after taxation stands at \$15,668,000 (2022: *loss of \$17,193,000*).

The directors do not recommend the payment of a dividend (2022: *£Nil*).

Directors

The directors that served during the year and up to the date of signing this report were:

Alastair Fanning
Brian Williams (resigned 23 September 2022)
John Hartz (resigned 13 June 2022)
Catherine Richards
Valerio Camillo Francesco Massimo (resigned 13 June 2022)
Edward Spencer Churchill
Andrew Caffyn
Inigo Villagarcia Iturriondo

Qualifying indemnity insurance

The directors have coverage under a directors and officers insurance policy.

Subsequent events

The company participates in the wider Avantus Aerospace Group Limited banking and financing arrangements. On 30 June 2023, these terms were revised. These are further detailed in the consolidated financial statement of Avantus Aerospace Group Limited.

The impact on the company was to reduce the overall term debt to \$60,000,000 with the balance of outstanding funds on 30 June 2023 being transferred to Avantus Aerospace Group Limited and exchanged for a combination of Preference and Ordinary shares.

The term of the banking facilities was also extended to 31 December 2026 for the main loan and 30 June 2026 for the Revolving Credit Facility. The margin on the term facility was also reduced to 6%.

Disclosure of information to auditor

As at the date of this report, as far as each director is aware, there is no relevant audit information of which the company's auditor is unaware, and each director has taken all the steps that ought to have been taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

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Directors' report *(continued)*

Auditor

Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be re-appointed and Grant Thornton UK LLP will therefore continue in office.

By order of the board

Alastair Fanning

Alastair Fanning

Director

Date: 28 July 2023

7 A/B Millington Road
Hayes
Middlesex
UB3 4AZ

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Directors' responsibilities statement in respect of the Strategic report, the Directors' report and the financial statements

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable 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 accounting standards and applicable law, including FRS 101 Reduced Disclosure Framework). 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.
- 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.

The directors confirm that:

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware;
- the directors have taken all steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of the information.

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Independent auditor's report to the members of Avantus Aerospace HoldCo2 Limited

Opinion

We have audited the financial statements of Avantus Aerospace HoldCo2 Limited (the 'company') for the year ended 31 March 2023, which comprise the Profit and Loss Account, the Balance Sheet, the 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 101 'Reduced Disclosure Framework' (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 March 2023 and of its loss 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 are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the company to cease to continue as a going concern.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the company's business model including effects arising from the ongoing macro-economic uncertainties both globally and in the UK, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report and financial statements, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report and financial statements. 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.

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

Matter on which we are required to report under the Companies Act 2006

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 or the directors' report.

Matters on which we are required to report by exception

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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

- We enquired of management and those charged with governance, concerning the Company's policies and procedures relating to;
 - The identification, evaluation and compliance with laws and regulations;

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- The detection and response to the risks of fraud; and
- The establishment of internal controls to mitigate risks related to fraud or non-compliance with laws and regulations.
- We enquired of management and those charged with governance whether they were aware of any instances of non-compliance with laws and regulations or whether they had any knowledge of actual, suspected or alleged fraud.
- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant which are directly relevant to specific assertions in the financial statements are those related to the financial reporting frameworks, (United Kingdom Accounting Standards including Financial Reporting Standard 101 and the Companies Act 2006), and the relevant taxation legislation.
- In addition, we concluded that there are certain regulations that may have an effect on the determination of the amounts and disclosures in the financial statements and those laws and regulations relating to health and safety, employee matters, data protection, bribery and corruption practices.
- We communicated relevant laws and regulations and potential fraud risks to engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.
- We completed audit procedures to conclude on the compliance of disclosures in the annual report and accounts with applicable financial reporting requirements.
- In assessing the potential risks of material misstatement, we obtained an understanding of;
 - The Company's operations, including the nature of its revenue sources, products, and services to understand the classes of transactions, account balances, expected financial disclosures and business risks that may result in material misstatement; and
 - The Company's knowledge of the control environment, including:
 - Management's knowledge of relevant laws and regulations and how the Company is complying with those laws and regulations,
 - The adequacy of procedures for authorisation of transactions, and
 - Procedures to ensure that possible breaches of law and regulations are appropriately resolved.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur, by evaluating management's incentives and opportunities for manipulation of the financial statements. This included the evaluation of the risk of management override of controls. We determined the principal risks were in relation to:
 - Potential management bias in determining accounting estimates and judgements, including those made in relation to the recoverability of receivables and investments.
 - Manual journal entries

Our audit procedures involved:

- Challenging significant accounting assumptions, estimates and judgements made by management, including those made in relation to the recoverability of receivables and investments.
- Journal entry testing with a focus on material manual journals, including those with unusual account combinations and those that increased profit or were posted directly to control accounts.
- Evaluation of the design effectiveness of controls that management has in place to prevent and detect fraud
- The Engagement Lead has assessed the appropriateness of the collective competence and capabilities of the engagement team, including consideration of the engagement team's:
 - Understanding of, and practical experience with, audit engagements of a similar nature and complexity through appropriate training and participation,
 - Knowledge of the industry in which the client operates, and

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- Understanding of the legal and regulatory requirements specific to the entity, including the provisions of the applicable legislation, the regulator's rules and related guidance, and guidance issued by relevant authorities that interprets those rules and the applicable statutory provision.
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.
- We did not identify any matters relating to non-compliance with laws and regulations or relating to fraud.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: 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.

Grant Thornton UK LLP

Andrew Wood
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Leeds
Date: 28 July 2023

Avantus Aerospace HoldCo2 Limited
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Profit and loss account
for the year ended 31 March 2023

	<i>Note</i>	2023 \$000	2022 \$000
Administrative income/(expenses)		19	(217)
Foreign exchange gain		8,055	4,630
Operating profit		8,074	4,413
Interest receivable	3	19,017	17,735
Interest payable	4	(42,759)	(39,341)
Loss before taxation		(15,668)	(17,193)
Taxation	7	-	-
Loss for the financial year		(15,668)	(17,193)
Other comprehensive income		3,203	4,610
Total comprehensive expense		(12,465)	(12,583)

The notes on pages 14 to 25 form part of the financial statements.

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Balance sheet
at 31 March 2023

	<i>Note</i>	2023 \$000	\$000	2022 \$000	\$000
Fixed assets					
Investments	8		108,929		117,141
Current assets					
Debtors (including \$209,338,000 (2022: \$193,402,000) due after more than one year)	9	209,338		193,402	
Cash		29		54	
		<u>209,367</u>		<u>193,456</u>	
Creditors: Amounts falling due within one year	10	<u>(19,682)</u>		<u>(5,766)</u>	
Net current assets			<u>189,685</u>		<u>187,690</u>
Total assets less current liabilities			<u>298,614</u>		<u>304,831</u>
Creditors: Amounts falling due after more than one year	11		<u>(423,325)</u>		<u>(413,874)</u>
Net liabilities			<u>(124,711)</u>		<u>(109,043)</u>
Capital and reserves					
Called up share capital	13		126		126
Share premium	13		12,496		12,496
Profit and loss account	13		(135,951)		(117,080)
Share capital revaluation reserve	13		(1,382)		(4,585)
Equity shareholders' deficit			<u>(124,711)</u>		<u>(109,043)</u>

The notes on pages 14 to 25 form part of the financial statements.

These financial statements were approved by the board of directors on 28 July 2023 and were signed on its behalf by:

Alastair Fanning

Alastair Fanning
Director

Registered number: 09358935

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Statement of changes in equity

	Called up share capital \$000	Share capital revaluation \$000	Share premium account \$000	Profit and loss account \$000	Total equity \$000
Balance at 1 April 2021	126	25	12,496	(104,497)	(91,850)
Total comprehensive income for the year					
Loss for the financial year	-	-	-	(17,193)	(17,193)
Revaluation	-	(4,610)	-	4,610	-
	<u>-</u>	<u>(4,610)</u>	<u>-</u>	<u>4,610</u>	<u>-</u>
Total comprehensive income for the year	-	(4,610)	-	(12,583)	(17,193)
	<u>-</u>	<u>(4,610)</u>	<u>-</u>	<u>(12,583)</u>	<u>(17,193)</u>
Balance at 31 March 2022	126	(4,585)	12,496	(117,080)	(109,043)
	<u>126</u>	<u>(4,585)</u>	<u>12,496</u>	<u>(117,080)</u>	<u>(109,043)</u>
Balance at 1 April 2022	126	(4,585)	12,496	(117,080)	(109,043)
Total comprehensive income for the year					
Loss for the financial year	-	-	-	(15,668)	(15,668)
Revaluation	-	3,203	-	(3,203)	-
	<u>-</u>	<u>3,203</u>	<u>-</u>	<u>(3,203)</u>	<u>-</u>
Total comprehensive income for the year	-	3,203	-	(18,871)	(15,668)
	<u>-</u>	<u>3,203</u>	<u>-</u>	<u>(18,871)</u>	<u>(15,668)</u>
Balance at 31 March 2023	126	(1,382)	12,496	(135,951)	(124,711)
	<u>126</u>	<u>(1,382)</u>	<u>12,496</u>	<u>(135,951)</u>	<u>(124,711)</u>

The notes on pages 14 to 25 form part of the financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

Avantus Aerospace HoldCo2 Limited (the “company”) is a private company incorporated, domiciled and registered in England in the UK. The registered number is 09358935 and the registered address is 7 A/B Millington Road, Hayes, Middlesex UB3 4AZ.

The company is exempt by virtue of Section 400 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 101 *Reduced Disclosure Framework* (“FRS 101”).

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the UK (“Adopted IFRSs”), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The company’s ultimate parent undertaking, Avantus Aerospace Group Limited includes the company in its consolidated financial statements. The consolidated financial statements of Avantus Aerospace Group Limited are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from 7 A/B Millington Road, Hayes, Middlesex, UB3 4AZ.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital; intangible fixed assets and tangible fixed assets;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- The effects of new but not yet effective IFRSs;
- the remuneration of key management personnel;
- Disclosures in relation to the objectives, policies and process for managing capital;
- Certain disclosures required under IFRS 15 Revenue from Contracts with Customers, including disaggregation of revenue, details of changes in contract assets and liabilities, and details of incomplete performance obligations;
- disclosure of the effect of future accounting standards not yet adopted

The company’s functional and presentational currency is USD.

2 1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

1.2 Going concern

Notwithstanding net liabilities of \$124,711,000, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons. The company participates in the Avantus Aerospace Group Limited (the ‘group’) centralised treasury and banking arrangements, along with its parent and certain fellow subsidiaries, including acting as a guarantor under the group’s principal financing arrangements. Accordingly, the company’s ability to operate as a going concern is directly linked to the group’s position.

The Board of directors of the group have prepared a going concern assessment for a period of at least 12 months from projections based on their business plan to 31 March 2026 and in concluding on going concern considered a period of not less than 12 months from date of approval of these financial statements. These business plans’ cash projections have then been sensitised to reflect a severe but plausible downside scenario which indicates that the group will have sufficient funds to meet its liabilities as they fall due for that period. The group’s assessment was made available to the company.

Notes (continued)

1 Accounting policies (continued)

1.2 Going concern (continued)

Avantus Aerospace Group Limited has provided the company with an undertaking that for at least 12 months from the date of these financial statements, it will continue to make available such funds as are needed by the company and will not seek repayment of the amounts currently made available. This should enable the company to continue in operational existence for the 12 months from the date of signing these financial statements by meeting its liabilities as they fall due for payment.

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.

Based on their enquiries the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

1.3 Functional and presentational currency

Transactions in foreign currencies are translated to the Company's functional currencies 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 Classification of financial instruments issued by the company

Following the adoption of IAS 32, 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.

1.5 Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other debtors, cash and cash equivalents, loans and borrowings, and trade and other creditors.

Intercompany and other debtors

Intercompany and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Notes *(continued)***1** **Accounting policies** *(continued)***1.5** **Non-derivative financial instruments** *(continued)**Trade and other creditors*

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

1.6 **Impairment excluding deferred tax assets***Financial assets (including intercompany 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. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the company's non-financial assets, other than deferred tax 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").

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.

Notes *(continued)***1 Accounting policies** *(continued)***1.6 Impairment excluding deferred tax assets** *(continued)*

In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.7 Investments

Investments in subsidiary undertakings, associates and joint ventures are stated at cost less amounts written off, taking into account changes in exchange rates.

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 temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

1.9 Fair value hedges

Where a derivative financial instrument is designated as a hedge of the variability in fair value of a recognised asset or liability or an unrecognised firm commitment, all changes in the fair value of the derivative are recognised immediately in the income statement. The carrying value of the hedged item is adjusted by the change in fair value that is attributable to the risk being hedged (even if it is normally carried at cost or amortised cost) and any gains or losses on remeasurement are recognised immediately in the income statement (even if those gains would normally be recognised directly in reserves).

1.10 Borrowings

Bank borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the profit and loss account over the period of the borrowings on an effective interest basis.

Notes *(continued)*

1 Accounting policies *(continued)*

1.11 Critical accounting assumptions and key sources of estimation uncertainty

The preparation of financial statements requires management to make estimates and assumptions that affect the amounts reported for assets and liabilities as at the reporting date and the amounts reported for revenues and expenses during the period. The nature of estimation means that actual outcomes could differ from those estimates.

The key sources of estimation uncertainty that have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities within the next financial year are as follows:

- Intercompany recoverability

Intercompany balances exist with other group entities (see notes 9 & 11). These relate to the overall funding of the overall Avantus Aerospace group and will remain in place until the Group is sold and this funding is repaid. The balances are expected to be recovered at that point although this, and the timing are uncertain.

- Recoverability of Investment balances

The company holds investment balances (see note 8) directly or indirectly in subsidiary undertakings and whilst the recoverability of this balance is determined by the valuation of these subsidiaries which may vary, they are expected to be fully recovered when the Group is ultimately sold.

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Notes (continued)

2 Auditor's remuneration

	2023 \$000	2022 \$000
Audit of these financial statements	2	2

Amounts paid to the company's auditor in respect of services to the company other than the audit of the company's financial statements have not been disclosed as this information is disclosed on a consolidated basis in the financial statements of Avantus Aerospace Group Limited.

3 Interest receivable

	2023 \$000	2022 \$000
Income from loans to group undertakings	19,017	17,735
	<u>19,017</u>	<u>17,735</u>

4 Interest payable and similar expenses

	2023 \$000	2022 \$000
Interest expense on bank borrowings	18,263	14,132
Amortisation of loan deal costs	915	750
Interest expense from loans from group undertakings	23,581	24,459
	<u>42,759</u>	<u>39,341</u>

5 Directors emoluments

Directors are not remunerated through this company and the services provided to the company are inconsequential.

6 Staff numbers and costs

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows:

	Number of employees 2023	2022
Administrative	5	9

The aggregate payroll costs of these persons were as follows:

	\$000	\$000
Wages and salaries	(100)	98
Social security costs	1	10
	<u>(99)</u>	<u>108</u>

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Notes *(continued)*

7 Taxation

Recognised in profit and loss

	2023 \$000	2022 \$000
<i>UK corporation tax</i>		
Current tax on income for the period	-	-
Adjustments in respect of prior periods	-	-
	<hr/>	<hr/>
Current tax	-	-
<i>Deferred taxation</i>		
Origination and timing differences	-	-
	<hr/>	<hr/>
Tax charge on loss	-	-
	<hr/>	<hr/>

Reconciliation of effective tax rate

	2023 \$000	2022 \$000
Loss for the year	(15,668)	(17,193)
Total tax expense	-	-
	<hr/>	<hr/>
Loss excluding taxation	(15,668)	(17,193)
Tax using the UK corporation tax rate of 19% (2022: 19%)	(2,977)	(3,267)
Non-deductible expenses	4,176	3,844
Group relief claimed	(1,199)	(577)
	<hr/>	<hr/>
	-	-
	<hr/>	<hr/>

Factors that may affect future current and total tax charges

The main rate of UK corporation tax, which was 19% for the year, changed to 25% with effect from 1 April 2023. That change was substantially enacted on 24 May 2021 and therefore the effect of this rate increase has been applied to the deferred tax balances as at 31 March 2022 and 31 March 2023.

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Notes (continued)

8 Investments

	\$000
At beginning of year	117,141
Revaluation	(8,212)
	<hr/>
At end of year	108,929
	<hr/>

Shares in subsidiary undertakings are stated at fair value. Avantus Aerospace HoldCo2 Limited owns directly or indirectly 100 percent of the issued ordinary share capital of the following subsidiaries. Avantus Aerospace Limited is directly owned and the remainder indirectly owned.

Incorporated in Great Britain having a registered address at 7A/B Millington Road, Hayes, Middlesex, England, UB3 4AZ:

Avantus Aerospace Limited (management services company)

Attewell Limited (manufacturer of shims and detailed parts for the aerospace sector and supplier of seals and gaskets to the industrial and semiconductor sector)

Pillar Seals and Gaskets Limited (dormant company)

Incorporated in the Czech Republic having a registered address at Sebastiniho 509, 796 07 Držovice – Prostějov, Czech Republic:

PSG Cr S.R. O (supplier of seals and gaskets to the industrial and semiconductor sector)

Incorporated in the United States of America at 29101 The Old Road, Santa Clarita, CA 91355. USA:

Lamsco West Inc (manufacturer of shims and detailed parts for the aerospace sector)

Avantus Aerospace Inc (holding company)

Incorporated in the United States of America at 163 Linnwood Road, Eighty Four, PA 15330 USA:

Bolsan Company Inc (manufacturer of shims and detailed parts for the aerospace sector)

Incorporated in the United States of America at 7415 Fulton Ave., North Hollywood, CA 91605 USA:

Fastener Technology Corp (manufacturer of Fasteners for the aerospace sector)

Incorporated in the United States of America at 14957 GwENCHris CT, Paramount, CA 90723 USA:

California Screw Products Corporation (manufacturer of Fasteners for the aerospace sector)

Incorporated in the United States of America at 19300 S. Susana Road, Rancho Dominguez, Compton, CA 90221 USA:

Fastener Innovation Technology Inc (manufacturer of Fasteners for the aerospace sector)

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Notes *(continued)*

9 Debtors

	2023 \$000	2022 \$000
Amounts owed by group undertakings	209,338	193,402
	<u>209,338</u>	<u>193,402</u>
Due within one year	-	-
Due after more than one year	209,338	193,402
	<u>209,338</u>	<u>193,402</u>

10 Creditors: Amounts falling due within one year

	2023 \$000	2022 \$000
Revolving credit facility	5,521	5,578
Bank loans	14,161	-
Trade creditors	-	62
Other tax and social security	-	14
Accruals	-	112
	<u>19,682</u>	<u>5,766</u>

11 Creditors: Amounts falling due after more than one year

	2023 \$000	2022 \$000
Bank loans	158,960	154,268
Amounts owed to fellow group undertakings	264,365	259,606
	<u>423,325</u>	<u>413,874</u>

Interest is charged at 10% (2022: 10%) on the intercompany loans. Under the terms of an inter-creditor agreement the liability is not repayable until at least 12 months from the balance sheet date.

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Notes (continued)

12 Interest bearing loans and borrowings

	2023 \$000	2022 \$000
<i>Creditors falling due more than one year</i>		
Secured bank loan:	173,121	154,268
	<u>173,121</u>	<u>154,268</u>

Secured bank loans and Revolving credit facility

As at 31 March 2023, the principal bank borrowings are subject to the conditions of the credit agreement signed on 21 April 2015 (as amended and restated on various subsequent dates including most recently on 31 March 2023) and are secured by a fixed and floating charge over substantially all of the Group's assets. There are three facilities:

- Bullet USD represents a \$115,102,000 term loan repayable in full at maturity on 31 May 2024. Interest accrues at LIBOR plus a margin of between 6.5% and 8%. Arrangement fees of \$5,540,000 were incurred on these borrowings and are included as part of the amortised cost of the borrowings. The total unamortised arrangement fees at 31 March 2023 were \$848,000 (2022: \$759,000).
- Accordion USD represents a \$26,068,000 term loan repayable on 31 May 2024. Interest accrues at a fixed rate of 12% for a portion of \$15,000,000 of the loan, on which interest is not cash paid, and at LIBOR plus a margin of between 6.5% and 8% on a further \$11,068,000, on which interest is cash paid. The Accordion loan is part of a £96,000,000 available facility of which \$25,000,000 had been drawn down as at 31 March 2023. The total unamortised arrangement fees at 31 March 2023 were \$82,000 (2022: \$88,000). No other fees were incurred in relation to drawing this facility.
- A revolving credit facility to a maximum of \$10,000,000, of which \$5,543,155 is available to draw down as cash. Interest is accrued at LIBOR plus a margin of 3.5% on the drawn down element and 1.225% on the undrawn down element. This facility is available until 30 April 2024. The total unamortised arrangement fees at 31 March were \$21,000 (2022: \$79,000).

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Notes (continued)

Terms and debt repayment schedule

The overall bank borrowing repayment schedule is as follows:

		2023				2022	
	Currency	Nominal interest rate	Year of maturity	Carrying amount	Nominal interest rate	Year of maturity	Carrying amount \$000
Bullet USD	USD	LIBOR + 6.5%-8%	2024	127,173	LIBOR + 6.5%-8%	2023	109,274
Accordian USD	USD	12%	2024	33,720	12%	2023	15,000
Accordian USD	USD	LIBOR + 6.5%-8%	2024	12,228	LIBOR + 6.5%-8%	2023	10,507
Revolving credit facility	USD	LIBOR + 3.5%	2024	5,521	LIBOR + 3.5%	2023	5,542
				<u>178,642</u>			<u>140,323</u>

There is a cross guarantee in respect of the bank loans with the following members of the Avantus Aerospace Group Limited group: Avantus Aerospace HoldCo Limited, Avantus Aerospace Holdco2 Limited,, Avantus Aerospace Limited, Avantus Aerospace Inc, Lamsco West Inc, Bolsan Company Inc, Fastener Technology Corporation, Pillar Seals and Gaskets Limited and Attewell Limited.

In addition, the bank loans are secured by a fixed and floating charge over all the assets of the companies listed above.

13 Reserves

	2023 \$000	2022 \$000
<i>Authorised, allotted, called up and fully paid:</i>		
9,198,384 ordinary shares (2022: 9,198,384 ordinary shares) of £0.01 each – equity	126	126
	<u>2023 \$000</u>	<u>2022 \$000</u>
<i>Authorised, allotted, called up and fully paid:</i>		
9,198,384 ordinary shares (2022: 9,198,384 ordinary shares) of £0.01 issued at £1 – premium	12,496	12,496
	<u>2023 \$000</u>	<u>2022 \$000</u>
Share Capital revaluation reserve		
	2023 \$000	2022 \$000
Balance at 1 April	(4,585)	25
Revaluation	3,203	(4,610)
Balance at 31 March	<u>(1,382)</u>	<u>(4,585)</u>
	<u>2023 \$000</u>	<u>2022 \$000</u>
Profit and loss account		
	2023 \$000	2022 \$000
Balance at 1 April	(117,080)	(104,497)
(Loss)for the year	(15,668)	(17,193)
Revaluation	(3,203)	4,610
Balance at 31 March	<u>(135,951)</u>	<u>(117,080)</u>

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Notes *(continued)*

14 Related parties

As the company is a wholly-owned subsidiary of Avantus Aerospace Group Limited, the company has taken advantage of the exemption contained in FRS 101.8 and has, therefore, not disclosed transactions or balances with entities which form part of the group.

15 Subsequent events

The company participates in the wider Avantus Aerospace Group Limited banking and financing arrangements. On 30 June 2023, these terms were revised. These are further detailed in the consolidated financial statement of Avantus Aerospace Group Limited.

The impact on the company was to reduce the overall term debt to \$60,000,000 with the balance of outstanding funds on 30 June 2023 being transferred to Avantus Aerospace Group Limited and exchanged for a combination of Preference and Ordinary shares.

The term of the banking facilities was also extended to 31 December 2026 for the main loan and 30 June 2026 for the Revolving Credit Facility. The margin on the term facility was also reduced to 6%.

16 Ultimate parent company

The immediate parent undertaking and controlling party is Avantus Aerospace Holdco Limited. The ultimate parent undertaking is Avantus Aerospace Group Limited, a company incorporated in the United Kingdom. Copies of immediate and ultimate parent's consolidated financial statements may be obtained from 7 A/B Millington Road, Hayes, Middlesex UB3 4AZ.

The ultimate controlling party is Inflexion Private Equity Partners LLP.