

Alaris Investment Holdings UK Limited

(Registration number 10081803)
Annual Report and Financial Statements
for the year ended 30 June 2020



Alaris Investment Holdings UK Limited

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Alaris Investment Holdings UK Limited

Directors' report

The directors have pleasure in presenting their report and accounts of Alaris Investment Holdings UK Limited for the year ended 30 June 2020.

1. Company information

The directors in office at the date of this report are as follows:

Directors	Designation	Nationality
J. Dresel	Executive	German
R.G. Cooling	Executive	British

There have been no changes to the directorate for the year under review.

The registered office of the company is:

1 Finsbury Circus
London
EC2M 7SH

2. Ownership

The company is a wholly owned subsidiary of Alaris Holdings Limited, a company incorporated in the Republic of South Africa, which is also the ultimate controlling party.

3. Activities of the company

Alaris Investment Holdings UK Limited is an investment holding company.

4. Review of financial results and activities

Full details of the financial position and results of operations of the company are set out in these financial statements.

5. Brexit Risk

On 31 January 2020 the United Kingdom stopped being a member of the European Union. The United Kingdom is now in a transition period until the end of 2020.

The biggest effect Brexit could have on the company is that the investment in Finland might have to deduct withholding tax from dividend payments from Finland to the UK. The treatment of interest, royalty and dividend payments from EU Member States to the UK after the transitional period will depend on the particular EU Member State's domestic law and income tax treaty position. The UK has income tax treaties with all 27 EU Member States, but many of these treaties do not provide equivalent benefits to those available under the Parent-Subsidiary Directive (PSD) and the Interest and Royalty Directive (IRD).

Brexit could result in a significant increased tax burden for the company which has material investment/transaction flows with these treaty jurisdictions as some of these EU Member States may start to deduct (withhold) tax from dividends paid by EU subsidiaries to UK parent companies which used to be exempt under the PSD.

6. Dividends paid

The company's dividend policy is to consider an interim and a final dividend in respect of each financial year. At its discretion, the board may consider a special dividend, where appropriate. Depending on the perceived need to retain funds for expansion or operating purposes, the board may pass on the payment of dividends.

No dividends have been declared during the current and prior year.

7. Going concern

As at 30 June 2020, the current liabilities exceed current assets by EUR 790 502 (2019: current assets exceeded current liabilities by EUR 2 678) due to the shareholder loan of EUR 2 051 249 (2019: EUR 2 016 028) payable in April 2021. The directors signed a resolution on 24 August 2020 to extend the loan repayment by 5 years to April 2026, the loan therefore becoming a non-current liability on this date. On 24 August 2020, the current assets of the company exceeds current liabilities by EUR 1 192 613 (2019: EUR 4 929). The company will also receive a dividend of EUR 800 000 (2019: EUR 1 300 000) from its subsidiary as per the COJOT board meeting held on 25 August 2020 which will be paid before 30 September 2020.

Alaris Investment Holdings UK Limited

Directors' report

Both of the company's subsidiaries are classified as essential businesses, COJOT in Finland and mWAVE in the USA. The subsidiaries have therefore not closed during national lockdowns imposed by their respective governments and are also not expected to close should hard lockdowns be enforced in future. The directors thus do not foresee a material impact on the company or its subsidiaries due to the Covid-19 Pandemic.

The directors believe that the company has adequate financial resources to continue in operation for at least twelve months from the date of these accounts and accordingly the annual report and financial statements have been prepared on a going concern basis. The directors have satisfied themselves that the company is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements. The directors are not aware of any new material changes that may adversely impact the company. The directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the company.

8. Disclosure of information to the 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 steps that he ought to have taken as director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

9. Political contributions

The company made no political donations or incurred any political expenditure during the year (2019: EUR 0)

10. 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.

The annual report and financial statements set out on pages 8 to 14, which have been prepared on the going concern basis, were approved by the board on 21 September 2020, and were signed on its behalf by:

By order of the Board,



J. Dresel
Director
Monday, 21 September 2020



R.G. Cooling
Director
Monday, 21 September 2020

Alaris Investment Holdings UK Limited

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

The directors are responsible for preparing the Directors' report and 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 statement in accordance with International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs") 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 and loss for 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 also responsible for such internal control as they determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud and 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 Alaris Investment Holdings UK Limited

To the members of Alaris Investment Holdings UK Limited

Opinion

We have audited the financial statements of Alaris Investment Holdings UK Limited ("the company") for the year ended 30 June 2020 which comprise the Profit and loss account and other comprehensive income, balance sheet, statement of changes in equity, and related notes to the annual report and financial statements 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 30 June 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework* 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

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

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 a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

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 4, 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.

Independent auditor's report to the members of Alaris Investment Holdings UK Limited

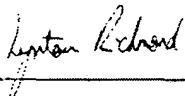
Auditor's responsibilities

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.



KPMG LLP
L. Richmond
Partner
Chartered Accountants
15 Canada Square
London

22 September 2020

Alaris Investment Holdings UK Limited

Profit and loss account and other comprehensive income for the year ended 30 June 2020

Figures in Euro	2020	2019
Turnover		
Dividends received	1 300 000	400 000
Other operating gains		
Foreign exchange losses	(43 114)	(15 459)
Other operating expenses		
Auditors remuneration - external auditors	(7 500)	(8 321)
Bank charges	(1 772)	(1 814)
Consulting fees	(6 237)	(3 711)
Director's fees	(5 801)	(6 529)
Travel - local	(442)	-
Travel - overseas	-	(651)
	(21 752)	(21 026)
Operating profit	1 235 134	363 515
Interest received	6 026	-
Finance costs	6 (60 892)	(54 228)
Profit for the year	1 180 268	309 287
Other comprehensive income for the year	-	-
Total comprehensive income for the year	1 180 268	309 287

All income and expenditure related to continuing operations of the company.

Notes on pages 10 - 14 form an integral part of these financial statements.

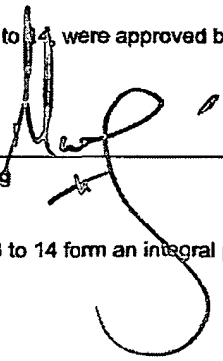
Alaris Investment Holdings UK Limited

Balance Sheet as at 30 June 2020

Figures in Euro	Note	2020	2019
Assets			
Non-Current Assets			
Investments in subsidiaries	2	6 203 917	6 203 917
Current Assets			
Prepayments		-	3 617
Cash and cash equivalents	3	1 269 012	10 332
		1 269 012	13 949
Total Assets		7 472 929	6 217 866
Equity and Liabilities			
Equity			
Share capital	4	1	1
Retained income		4 018 304	2 838 036
		4 018 305	2 838 037
Liabilities			
Non-Current Liabilities			
Loans from shareholder	5	1 395 110	3 368 558
Current Liabilities			
Trade and other payables		8 265	11 271
Loans from shareholders	5	2 051 249	-
		2 059 514	11 271
Total Liabilities		3 454 624	3 379 829
Total Equity and Liabilities		7 472 929	6 217 866

The annual report and financial statements and the notes on pages 2 to 14, were approved by the board on 21 September 2020 and were signed on its behalf by:


J. Dresel
Director


R.G. Cooling
Director

The accounting policies on pages 10 to 12 and the notes on pages 13 to 14 form an integral part of the annual report and financial statements.

Alaris Investment Holdings UK Limited

Statement of changes in equity

Figures in Euro	Share capital	Retained income	Total equity
Balance at 01 July 2018	1	2 528 749	2 528 750
Profit for the year	-	309 287	309 287
Other comprehensive income	-	-	-
Total comprehensive income for the year	-	309 287	309 287
Balance at 30 June 2018	1	2 838 036	2 838 037
Profit for the year	-	1 180 268	1 180 268
Other comprehensive income	-	-	-
Total comprehensive income for the year	-	1 180 268	1 180 268
Balance at 30 June 2020	1	4 018 304	4 018 305

Note

4

The accounting policies on pages 10 to 12 and the notes on pages 13 to 14 form an integral part of the annual report and financial statements.

Alaris Investment Holdings UK Limited

Accounting policies

Corporate information

Alaris Investment Holdings UK Limited (the "company") is a private company incorporated, domiciled and registered in United Kingdom. The registered number is 10081803 and the registered address is 1 Finsbury Circus, London, EC2M 7SH.

1. Accounting policies

The financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

The company's ultimate parent undertaking is Alaris Holdings Limited, a company incorporated in the Republic of South Africa, which includes the company in its consolidated financial statements. The consolidated financial statements are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from the Alaris Holdings website (www.alarisholdings.com).

In respect of 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;
- Disclosure in respect of capital management;
- The effect of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel.

As the consolidated financial statements of Alaris Holdings Limited include the equivalent disclosures, the company has also taken the exemption under FRS 101 available in respect of the disclosure required by IFRS 13 Fair value measurement and the disclosures required by IFRS 7 Financial Instrument disclosures.

The company proposes to continue to adopt the reduced disclosure framework of FRS 101 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 Basis of preparation

The financial statements have been prepared on the historic cost basis. They are presented in Euros, which is the company's functional currency.

1.2 Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis in preparing the annual financial statements. Refer to note 7 in the directors report and note 9 under the notes to the financial statements for detailed disclosure.

1.3 Investments in subsidiaries

The investments in subsidiaries are carried at cost.

The cost of an investment in a subsidiary is the aggregate of:

- the fair value, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the company.

An adjustment to the cost of a business combination contingent on future events is included in the cost of the combination if the adjustment is probable and can be measured reliably.

1.4 Financial instruments

Loans from shareholder

This financial liability is measured at amortised cost.

Alaris Investment Holdings UK Limited

Accounting policies

1.4 Financial instruments (continued)

Trade and other payables

Trade payables are initially measured at cost, and are subsequently measured at amortised cost, using the effective interest rate method.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances. Cash and cash equivalents are measured at amortised cost which approximates their fair value.

1.5 Impairment of non-financial assets

The company assesses at each end of the reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset.

If there is any indication that an asset may be impaired, the recoverable amount is estimated for the individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined.

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit or loss. Any impairment loss of a revalued asset is treated as a revaluation decrease.

1.6 Share capital and equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Ordinary shares are classified as equity.

1.7 Turnover

Turnover comprises dividends received from group companies in the normal course of business.

Dividends are recognised, in profit or loss, when the company's right to receive payment has been established.

1.8 Translation of foreign currencies

Foreign currency transactions

A foreign currency transaction is recorded, on initial recognition in Euros, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

At the end of the reporting period:

- foreign currency monetary items are translated using the closing rate;
- non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction; and
- non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognised in profit or loss in the period in which they arise.

1.9 Functional currency

Management has used their judgement to determine the functional currency that most faithfully represents the economic effects of the underlying transactions and decided that it should be the Euro due to the following:

- It is the currency that mainly influences the dividend received from investment.
- The country where dividends will be received from is Finland and its currency is the Euro.

Alaris Investment Holdings UK Limited

Accounting policies

1.9 Functional currency (continued)

- It is the currency in which funds from financing activities are generated.
- It is the currency in which receipts from operating activities are usually retained.
- The currency that mainly influences labour and other costs will be GBP, but those costs are immaterial when compared to the dividends received, investment and the loan received.
- The cash flows from the activities of the foreign operation directly affect the cash flows of the reporting entity and are readily available for remittance to it.

Alaris Investment Holdings UK Limited

Notes to the Annual Report And Financial Statements

Figures in Euro 2020 2019

2. Interests in subsidiaries

Name of company	Held by	% holding 2020	% holding 2019	Carrying amount 2020	Carrying amount 2019
COJOT OY		100.00 %	100.00 %	3 738 013	3 738 013
mWAVE		100.00 %	100.00 %	2 465 904	2 465 904
				6 203 917	6 203 917

3. Cash and cash equivalents

Cash and cash equivalents consist of:

Bank balances	31 907	10 332
Short-term deposits	1 237 105	-
	1 269 012	10 332

4. Share capital

Describe any changes in authorised share capital e.g. Conversion to net present value shares.

Issued and fully paid

Ordinary	1	1
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5. Loans from shareholders

Alaris Holdings Limited

The loans are unsecured, bear interest at Libor + 2%, EUR 2 051 249 (Euro denominated) was repayable in April 2021 at reporting date but resolved on 24 August 2020 to extend the terms by 5 years becoming repayable in April 2026, and EUR 1 395 110 (US denominated) is repayable in September 2023.

3 446 359 3 368 558

6. Finance costs

Loan from shareholder	59 527	54 117
Interest paid to bank	1 365	111
Total finance costs	60 892	54 228

Alaris Investment Holdings UK Limited

Notes to the Annual Report And Financial Statements

Figures in Euro	2020	2019
7. Related parties		
Relationships		
Holding company	Alaris Holdings Limited	
Subsidiaries	Refer to note 2	
Fellow subsidiary	Alaris Antennas Proprietary Limited	
Members of key management	J Dresel RG Cooling	
Related party balances		
Loan accounts - Owing to related parties		
Alaris Holdings Limited	3 446 359	3 368 558
Related party transactions		
Interest paid to related parties		
Alaris Holdings Limited	59 527	54 117
Compensation to directors and other key management		
Director's Remuneration - R.G. Cooling	5 801	6 529

8. Directors' emoluments

J Dresel was remunerated by a fellow subsidiary and did not receive any remuneration for his services to the company (2019: EUR 0). R.G. Cooling received EUR 5 801 (2019: EUR 6 529) for his services to the company as director.

9. Going concern

As at 30 June 2020, the current liabilities exceed current assets by EUR 790 502 (2019: current assets exceeded current liabilities by EUR 2 678) due to the shareholder loan of EUR 2 051 249 (2019: EUR 2 016 028) payable in April 2021. The directors signed a resolution on 24 August 2020 to extend the loan repayment by 5 years to April 2026, the loan therefore becoming a non-current liability on this date. On 24 August 2020, the current assets of the company exceeds current liabilities by EUR 1 192 613 (2019: EUR 4 929). The company will also receive a dividend of EUR 800 000 (2019: EUR 1 300 000) from its subsidiary as per the COJOT board meeting held on 25 August 2020 which will be paid before 30 September 2020.

Both of the company's subsidiaries are classified as essential businesses, COJOT in Finland and mWAVE in the USA. The subsidiaries have therefore not closed during national lockdowns imposed by their respective governments and are also not expected to close should hard lockdowns be enforced in future. The directors thus do not foresee a material impact on the company or its subsidiaries due to the Covid-19 Pandemic.

The directors believe that the company has adequate financial resources to continue in operation for at least twelve months from the date of these accounts and accordingly the annual report and financial statements have been prepared on a going concern basis. The directors have satisfied themselves that the company is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements. The directors are not aware of any new material changes that may adversely impact the company. The directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the company

10. Events after the reporting period

The directors are not aware of any material event which occurred after the reporting date and up to the date of this report.