# STRATEGIC REPORT, REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019 FOR AUDIO UK 3 LIMITED

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### CONTENTS OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

	F	Page	₿
Company information		1	
Strategic Report		2	
Report of the Directors	3	to	4
Independent Auditor's Report to the members of Audio UK 3 Limited	5	to	6
Statement of Comprehensive Income		7	
Balance Sheet		8	
Statement of Changes in Equity		9	
Notes to the Financial Statements	10	to	14

### **AUDIO UK 3 LIMITED**

# COMPANY INFORMATION FOR THE YEAR ENDED 31 MARCH 2019

**DIRECTORS:** 

M Beetz F De Mitry S Epin J Barton Ms H Culleton J D Gordon

SECRETARY:

J Barton

**REGISTERED OFFICE:** 

Unit 10 Silverglade Business Park Leatherhead Road Chessington

Surrey KT9 2QL

**REGISTERED NUMBER:** 

10636930 (England and Wales)

**AUDITOR:** 

KPMG LLP

Plym House 3 Longbridge Road

Plymouth Dévon PL6 8LT

### STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2019

The directors present their strategic report for the year ended 31 March 2019.

### PRINCIPAL ACTIVITY

The company is an intermediate holding company and as part of the Audiotonix Group Limited group of companies. The company did not trade during the year.

### **REVIEW OF BUSINESS**

The company continues to operate as a holding company.

### PRINCIPAL RISKS AND UNCERTAINTIES

The principal risk faced by the company is the valuation of investments. The investments primarily relate to the trading subsidiaries of Audiotonix Group Limited, and how successful they are. These companies are ultimately managed by the directors and senior leadership team of Audiotonix Group Limited who have a strong track record in managing and mitigating risks, so far as practical, whilst maintaining and growing the profitability of trading subsidiaries.

#### BREXIT

The Board has considered the extent of challenges to our business model and operations arising from the proposed withdrawal of the United Kingdom from the European Union ("Brexit"). The Board does not envisage Brexit having a significant impact on the company, based on the proportion of operations and cash flow generating elements of the business residing outside the European Union. The company is sensitive to foreign currency movements and details of this risk and mitigation thereof are outlined within notes to the accounts.

The Board will continue to follow the development of the UK's negotiations with the European Union and evaluate the impact on the company accordingly.

ON BEHALF OF THE BOARD:

Date:

# REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2019

The directors present their report with the financial statements of the company for the year ended 31 March 2019.

### **DIVIDENDS**

An interim dividend of 0.00269 per share was paid on 20 June 2018. The directors recommend that no final dividend be paid.

The total distribution of dividends for the year ended 31 March 2019 was £45,000,006.

### DIRECTORS

The directors shown below have held office during the whole of the period from 1 April 2018 to the date of this report.

M Beetz F De Mitry S Epin

Other changes in directors holding office are as follows:

J Barton - appointed 31 July 2018 Ms H Culleton - appointed 31 July 2018 J D Gordon - appointed 31 July 2018

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

The company has chosen, in accordance with Section 414C of the Companies Act 2006, to set out the following information which would otherwise be required to be contained in the Report of the Directors:

Review of the business; and

Indication of exposure to risk in relation to the valuation of investments

# STATEMENT OF DIRECTORS' RESPONSIBILITIES 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), 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;
- 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.

# REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2019

### STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

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

### **AUDITOR**

The auditor, KPMG LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

Date:

Unit 10 Silverglade Business Park, Leatherhead Road, Chessington, Surrey, KT9 2QL

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AUDIO UK 3 LIMITED

### Opinion

We have audited the financial statements of Audio UK 3 Limited ("the company") for the year ended 31 March 2019 which comprise the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2019 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.

### The impact of uncertainties due to the UK exiting the European Union on our audit

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, such as recoverability of trade debtors, investment, and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

### 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, including the impact of Brexit, 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.

### 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.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AUDIO UK 3 LIMITED

### 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.

### 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.

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lan Brokenshire (Senior Statutory Auditor) for and on behalf of KPMG LLP Plym House

3 Longbridge Road Plymouth Devon

PL6 8LT

Date: 14 August 2019

### STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 MARCH 2019

·	Notes	Year ended 31/3/19 £'000	Period 23/2/17 to 31/3/18 £'000
TURNOVER	•	<del>-</del>	<del>-</del>
OPERATING PROFIT		•	-
Income from shares in group undertaki	ings	45,000	
PROFIT BEFORE TAXATION	3	45,000	÷
Tax on profit	4	<del>.</del>	·
PROFIT FOR THE FINANCIAL YEAR		45,000	· -
OTHER COMPREHENSIVE INCOME		-	<del></del>
TOTAL COMPREHENSIVE INCOME INTO THE YEAR	FOR	45,000	-

# BALANCE SHEET 31 MARCH 2019

		2019		2018	
	Notes	€,000	£,000	£'000	5,000
FIXED ASSETS Investments	6		167,315		167,315
CURRENT ASSETS Debtors	7	28,001		28,001	
CREDITORS Amounts falling due within one year	8	(28,001)		(28,001)	
NET CURRENT LIABILITIES					
TOTAL ASSETS LESS CURRENT LIABILITIES			167,315		167,315
CAPITAL AND RESERVES Called up share capital	10		167,315	•	167,315
SHAREHOLDERS' FUNDS			167,315		167,315
The financial statements were approved its behalf by:	d by the Board	of Directors on	13/8/1	<b>9</b> and	were signed o

### STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2019

	Called up share capital £'000	Retained earnings £'000	Total equity £'000
Changes in equity Issue of share capital	<u>167,315</u>		167,315
Balance at 31 March 2018	167,315	<del></del>	167,315
Changes in equity Dividends Total comprehensive income	<u> </u>	(45,000) 45,000	(45,000) 45,000
Balance at 31 March 2019	167,315	-	167,315

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

### 1. STATUTORY INFORMATION

Audio UK 3 Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

### 2. ACCOUNTING POLICIES

### **Basis of preparation**

The company has applied Financial Reporting Standard 101 (FRS 101) 'Reduced Disclosure Framework' incorporating the Amendments to FRS 101 issued by the FRC in July 2015.

These financial statements are prepared on a going concern basis under the historical cost convention and are in accordance with applicable accounting standards.

The financial statements are presented in Sterling (£).

### Preparation of consolidated financial statements

The financial statements contain information about Audio UK 3 Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Audiotonix Group Limited, a company registered in England and Wales.

### Disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 "Reduced Disclosure Framework":

- the requirements of paragraphs 45(b) and 46 to 52 of IFRS 2 Share-based Payment;
- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations;
- the requirements of paragraph 33(c) of IFRS 5 Non-Current Assets Held for Sale and Discontinued Operations:
- · the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement;
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers;
- the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
  - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
  - paragraph 118(e) of IAS 38 Intangible Assets;
  - paragraphs 76 and 79(d) of IAS 40 Investment Property; and
  - paragraph 50 of IAS 41 Agriculture;
- the requirements of paragraphs 10(d), 10)(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D and 111 of IAS 1
  Presentation of Financial Statements;
- the requirements of paragraphs 134 to 136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors:
- the requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group;
- the requirements of paragraphs 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairments of Assets.

### Taxation

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the balance sheet date.

### 3. PROFIT BEFORE TAXATION

No directors' emoluments or staff costs were incurred directly by the company.

The remuneration of the auditor in the current period was borne by another group company.

### NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2019

#### **TAXATION** 4.

Analysis of tax expense
No liability to UK corporation tax arose for the year ended 31 March 2019 nor for the period ended 31 March 2018.

Factors affecting the tax expense

The tax assessed for the year is lower (2018 - higher) than the standard rate of corporation tax in the UK. The difference is explained below:

	Profit before income tax	Year ended 31/3/19 £'000 45,000	
	Profit multiplied by the standard rate of corporation tax in the UK of 19%	8,550	
	Effects of: Income not taxable  Tax expense	(8,550)	
	Tax expense		
<ol> <li>6.</li> </ol>	Ordinary shares of 0.01 each Interim  INVESTMENTS	Year ended 31/3/19 £'000	Period 23/2/17 to 31/3/18 £'000 45,000
<b>u</b> .	•		Shares in group undertakings £'000
	COST At 1 April 2018 and 31 March 2019		<u>167,315</u>
	NET BOOK VALUE At 31 March 2019		167,315
	At 31 March 2018		167,315

# NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2019

### INVESTMENTS - continued

Details of the company's subsidiaries owned directly and indirectly at 31 March 2019, all of which are registered in England and Wales unless otherwise stated, are as follows:

%00		D oibuA	Сегтапу	ч	Klang:Technologies GmbH
%00	ordinary 10	Dormant C		ə	Solid State Logic Limited
%00			America France	б	Solid State Logic SARL
%00	ordinary 10	O oibuA		1	Solid State Logic Inc
					(formerly Red Lion 49 Limited
%00	ordinary 10	D oibuA		ə	Solid State Logic UK Limited
%00				ə	Solid State Logic Holdings Ltd
%(	ordinary 50		United States of America	р	Blue Sky International
%1	ordinary 5°	O oibuA	United States of America	<b>p</b>	Group One Limited
%00	ordinary 10	Dormant C		q	Xone Audio Limited
%00 %00				q	DiGiCo Limited
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	_				DiGiGrid Limited - dissolved in
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					Red Snapper Digital Limited -
%00	ordinary 10	Dormant C		q	- dissolved in May 19
/000		,		• •	Stealth Digital Processing Limited
%00	ordinary 10	O oibuA		q	DiGiCo (UK) Limited
				q	DiGiCo Europe Limited
%00	t vaegibal			ч	betimi Legon Europe
		guiblod			•
		Dormant			
<b>%00</b>	Ordinary 1			q	DiGiCo Global Limited
		Buiblod			
		Dormant			
%00	Ordinary 10			9	Allen & Heath Limited
%00	Ordinary 1	company C		ទ	Remix Bidco Limited
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		Dormant			
%00	ordinary 1			9	Remix Topco Limited
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%00	ordinary 1			<b>.</b>	Mixer Bidco Limited
		buiblod			
	•	Dormant			
%00	Ordinary 1			q	Consol Lowco Limited
		pniblod			
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%00	Ordinary 1	company (		q	Console Bidco Limited
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	,	Management		_	CONTINUE CONTRACTOR
%00	r ynsnibi			q	belimiJ oobiB oibuA 8A
		Management			6
blə				eziño	Subsidiary undertaking
noihogon	Type of shares P	Principal -	Country of	Registered	

# NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2019

### 6. INVESTMENTS - continued

Registered office addresses:-

- a) Kernick Industrial Estate, Penryn, Cornwall, TR10 9LU
- b) Unit 10 Silverglade Business Park, Leatherhead Road, Chessington, Surrey, KT9 2QL
- c) 26330 Diamond Place, Units 120 & 130, Santa Clarita, California 91350, USA
- d) 70 Sea Lane, Farmingdale, NY 22735, USA
- e) 25 Spring Hill Road, Begbroke, Oxford OX5 1RU
- f) 545 8th Avenue, Suite 2110, New York, NY 10018, USA
- g) 7 Bis rue la Victoire, 93150 Le Blanc Mesnil, France
- h) Wespienstraße 8-10, 52062, Aachen, Germany

### 7. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Amounts owed by group undertakings	£'000 28,001	£'000 28,001
8.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	2019 £'000	2018 £'000

2019

28,001

2018

28,001

### 9. SECURED DEBTS

Audio UK 3 Limited and its subsidiaries have provided a cross guarantee supported by legal charges over their assets in respect of bank loans totalling £217,520,000 (2018: £171,677,000).

### 10. CALLED UP SHARE CAPITAL

Amounts owed to group undertakings

Allotted, issued and fully paid:			
Number: Class:	Nominal	2019	2018
	value:	5,000	£,000
16,731,513,409 Ordinary	0.01	<u>167,315</u>	167,315

### 11. RESERVES

	earnings £'000
Profit for the year Dividends	45,000 (45,000)
At 31 March 2019	

### 12. RELATED PARTY DISCLOSURES

The company has taken advantage of the exemption under the terms of FRS 101 from disclosing related party transactions with entities that are wholly owned by Audiotonix Group Limited and form part of the Audiotonix Group Limited group provided these are included in the consolidated group accounts.

# NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2019

### 13. ULTIMATE CONTROLLING PARTY

During the year the company was a subsidiary of Astorg VI Luxembourg Special LP, which is the ultimate parent company and ultimate controlling party incorporated in Luxembourg. Astorg VI Luxembourg Special LP registered address is Astorg AAdet Management sarl, 2F Rue Albert Borschette, L-1246 Luxembourg, Grand-Duchy of Luxembourg.

The largest group in which the results of the company were consolidated was that headed up by Astorg VI Luxembourg LP, incorporated in Luxembourg. The smallest group in which they were consolidated was that headed by Audiotonix Group Limited, incorporated in the UK.

The immediate parent company of Audio UK 3 Limited is Audio UK 2 Limited, its registered address is Unit 10, Silverglade Business Park, Leatherhead Road, Chessington, KT9 2QL.

Audiotonix Group Limited produces group accounts. Copies of these accounts can be obtained from Unit 10, Silverglade Business Park, Leatherhead Road, Chessington, KT9 2QL.