

CARLISLE INTERNATIONAL HOLDINGS LTD

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

CARLISLE INTERNATIONAL HOLDINGS LTD

COMPANY INFORMATION

Directors	I R Reid K P Kamienski
Company secretary	Abogado Nominees Limited
Registered number	11056105
Registered office	Level 37 One Canada Square Canary Wharf London England E14 5DY
Independent auditors	PKF Smith Cooper Audit Limited 1 Prospect Place Millennium Way Derby DE24 8HG

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**STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022**

Introduction

The directors, in preparing this strategic report, for Carlisle International Holdings Limited (the Company) for the year ended 31 December 2022 have complied with s414C of the Companies Act 2006.

Business review

The principal activity of Carlisle International Holdings Ltd is to act as a holding Company. The Company does not envisage any material changes in activity going forwards.

Principal risks and uncertainties

The directors continually review, evaluate and mitigate the risks that the Company is facing. The principal risks and uncertainties facing the company are changes in interest rates, impairment of its investments and changes in the exchange rate between the Pound Sterling and the US dollar.

Financial risk management

Given the size of the Company, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policy set by the board of directors is implemented by the Company's finance department. Given the Company is a just a holding Company of the wider Carlisle Companies Incorporated group, financial risk management is detailed further in the Group financial statements of Carlisle Companies Incorporated which can be obtained from the Company website.

Credit risk

The Company is not exposed to any significant credit risk.

Liquidity, interest rate and cash flow risk

All the Company's debt is inter-company and the interest rate risk, liquidity risk and cash flow risk is managed by the board of Carlisle Companies Incorporated.

Key performance indicators

The key performance indicators during the year were as follows:

	2022	2021
	\$000	\$000
Operating profit/(loss)	(31)	(17)
Profit/(loss) on ordinary activities before taxation	37,722	175,296
Total shareholder's funds	196,688	193,966

The Company does not generate any income other than dividends received from subsidiaries which is included after operating profit/(loss). The level of dividends received annually from subsidiary investments is discretionary and as a result, profit/(loss) on ordinary activities before taxation can vary year to year.

The Company does not have any non-financial key performance indicators.

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Directors' statement of compliance with duty to promote the success of the Company

The directors of the Company, as those of all UK companies, must act in accordance with a set of general duties. These duties are detailed in section 172 of the UK Companies Act 2006 which is summarized as follows:

A director of a company must act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its' shareholders as a whole and, in doing so have regard (amongst other matters) to:

- the likely consequences of any decision in the long-term;
- the interest of the company's employees;
- the need to factor the company's business relationships with supplies, customers and others;
- the desirability of the company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between shareholders of the Company.

As part of their induction, a Director is briefed on their duties and they can access professional advice on these, either from the Company's legal department or, if they judge it necessary, from an independent adviser.

The following paragraphs summarise how the Directors fulfil their duties:

Our People

The Company is committed to being a responsible business and, our people are fundamental to the long-term success of the Company. Our behaviour is aligned with expectations of our people, clients, investors, and the communities in which we operate. For our business to succeed we need to manage our people's performance, develop, and bring through talent while ensuring we operate as efficiently as possible. We must also ensure we share common values that inform and guide our behaviour, so we achieve our goals in the right manner.

Business Relationships

Our strategy prioritises growth (either organic growth or growth through acquisitions) and to do this, we need to develop and maintain strong client relationships. We value all our suppliers and have long term contracts with our key suppliers.

Risk Management

The Company holds subsidiaries (directly and indirectly) in many countries. As such, the Company is exposed to many financial, political, and sociocultural factors. It is therefore vital that we effectively identify, evaluate, manage, and mitigate the risks we face on a timely basis, and that we continue to evolve our approach to risk management.

Community and Environment

The Company's approach is to create positive change for the people and communities with which we interact. We want to leverage our expertise and enable colleagues to support the communities around us.

Shareholders

The Board is committed to openly engaging with our shareholders, as we recognize the importance of continuing effective dialogue with all shareholders. It is important to us that shareholders understand our strategy and objectives, so these must be explained clearly and any issues or questions properly considered.

Future developments

New product development and innovation continues to play an important role in the Group's success both in the short, medium and long term. The directors are committed and supportive of the plans for further development work and investments required to support future growth.

Corporate and social responsibility

The directors remain committed to supporting its employees, distribution partners, end users and the communities that it operates within. The Company demands high standards and has appropriate policies in place to ensure compliance across many areas including, but not limited to, ethics, health and safety, legal policies and legislative governmental requirements. The Company

continues to operate a fair approach to equal opportunities for all employees.

CARLISLE INTERNATIONAL HOLDINGS LTD

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

This report was approved by the board on 22 August 2023 and signed on its behalf.

I R Reid
Director

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022**

The directors present their report and the financial statements for the year ended 31 December 2022.

Directors' responsibilities statement

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting 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.

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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Results and dividends

The profit for the year, after taxation, amounted to \$37,722,000 (2021 - \$175,296,000).

The results for the year are in line with expectations.

Dividends of \$35,000,000 (2021 - \$181,754,000) were paid in the year. No further dividends are recommended.

Directors

The directors who served during the year were:

I R Reid
K P Kamienski

Future developments

There are no significant changes or future developments planned for the Company.

Engagement with suppliers, customers and others

The Company is a holding Company and subsequently has limited trade.

Greenhouse gas emissions, energy consumption and energy efficiency action

The Company has not disclosed information in respect of greenhouse gas emissions, energy consumption and energy efficiency action as its energy consumption in the United Kingdom for the year is 40,000kWh or lower.

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

Auditors

Under section 487(2) of the Companies Act 2006, PKF Smith Cooper Audit Limited will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board on 22 August 2023 and signed on its behalf.

I R Reid

Director

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CARLISLE INTERNATIONAL HOLDINGS LTD

Opinion

We have audited the financial statements of Carlisle International Holdings Ltd (the 'Company') for the year ended 31 December 2022, which comprise the Statement of comprehensive income, the Balance sheet, the Statement of changes in equity and the related notes, 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 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (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 December 2022 and of its profit 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 Auditors' 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 United Kingdom, including the Financial Reporting Council'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

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.

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.

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 other than the financial statements and our Auditors' report thereon. The directors are responsible for the other information contained within the Annual Report. 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CARLISLE INTERNATIONAL HOLDINGS LTD (CONTINUED)

Opinion 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.

Matters on which we are required to report by exception

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.

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 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, 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CARLISLE INTERNATIONAL HOLDINGS LTD (CONTINUED)

Auditors' 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 Auditors' 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. Based on our understanding of the Company and industry, we identify the key laws and regulations affecting the Company. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We identified that the principal risk of fraud or non-compliance with laws and regulations related to:

- Management bias in respect of accounting estimates and judgements made;
- Management override of control;
- Posting of unusual journals or transactions;
- Significant cash based transactions;

We focused on those areas that could give rise to a material misstatement in the Company financial statements. Our procedures included, but were not limited to:

- Enquiry of management and those charged with governance around actual and potential litigation and claims, including instances of non-compliance with laws and regulations and fraud.
- Reviewing minutes of meetings of those charged with governance where available.
- Reviewing legal expenditure in the year to identify instances of non-compliance with laws and regulations and fraud.
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.
- Performing audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for bias. In particular, reviewing the appropriateness of the carrying value of investments.

It is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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 Auditors' report.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CARLISLE INTERNATIONAL HOLDINGS LTD (CONTINUED)

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 Auditors' 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.

James Delve (Senior statutory auditor)

for and on behalf of

PKF Smith Cooper Audit Limited

Statutory Auditors

1 Prospect Place

Millennium Way

Derby

DE24 8HG

24 August 2023

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Note	2022 \$000	2021 \$000
Administrative expenses		(31)	(17)
Operating loss		(31)	(17)
Income from subsidiary investments	6	51,750	188,504
Net finance costs	7	(13,997)	(13,191)
Profit before tax		37,722	175,296
Profit for the financial year		37,722	175,296

There was no other comprehensive income for 2022 (2021:\$000NIL).

The notes on pages 13 to 20 form part of these financial statements.

BALANCE SHEET
AS AT 31 DECEMBER 2022

	Note	2022 \$000	2021 \$000
Fixed assets			
Investments	9	538,232	463,232
Current assets			
Debtors: amounts falling due within one year	10	328	59
		<u>328</u>	<u>59</u>
Creditors: amounts falling due within one year	11	(3,872)	(6,325)
		<u>(3,872)</u>	<u>(6,325)</u>
Net current liabilities		(3,544)	(6,266)
Total assets less current liabilities		534,688	456,966
Creditors: amounts falling due after more than one year	12	(338,000)	(263,000)
		<u>(338,000)</u>	<u>(263,000)</u>
Net assets		196,688	193,966
Capital and reserves			
Called up share capital	13	2	2
Capital contribution reserve	14	12,000	12,000
Profit and loss account	14	184,686	181,964
		<u>196,688</u>	<u>193,966</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 22 August 2023.

I R Reid
Director

The notes on pages 13 to 20 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022

	Called up share capital \$000	Share premium account \$000	Capital contribution reserve \$000	Profit and loss account \$000	Total equity \$000
At 1 January 2021	2	188,302	12,000	120	200,424
Comprehensive income for the year					
Profit for the year	-	-	-	175,296	175,296
Total comprehensive income for the year	-	-	-	175,296	175,296
Contributions by and distributions to owners					
Dividends paid	-	-	-	(181,754)	(181,754)
Cancellation of share premium	-	(188,302)	-	188,302	-
Total transactions with owners	-	(188,302)	-	6,548	(181,754)
At 1 January 2022	2	-	12,000	181,964	193,966
Comprehensive income for the year					
Profit for the year	-	-	-	37,722	37,722
Total comprehensive income for the year	-	-	-	37,722	37,722
Contributions by and distributions to owners					
Dividends paid	-	-	-	(35,000)	(35,000)
Total transactions with owners	-	-	-	(35,000)	(35,000)
At 31 December 2022	2	-	12,000	184,686	196,688

The notes on pages 13 to 20 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

1. General information

The Company is a private company limited by shares and incorporated in England. The registered office is Level 37 One Canada Square, Canary Wharf, London, England, E14 5DY. The Company registration number is 11056105. The nature of the Company's operations and principal activities is that of a holding company.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The Company has prepared its financial statements to the nearest \$000 USD.

The following principal accounting policies have been applied:

2.2 Financial Reporting Standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d).

This information is included in the consolidated financial statements of Carlisle Companies Incorporated as at 31st December 2022 and these financial statements may be obtained from the Company secretary at Carlisle Companies Corporate Headquarters, 16430 N. Scottsdale Road, Suite 400, Scottsdale, AZ 85254.

2.3 Exemption from preparing consolidated financial statements

The Company is a parent company that is also a subsidiary included in the consolidated financial statements of a larger group by a parent undertaking established under the law of a state other than the United Kingdom and is therefore exempt from the requirement to prepare consolidated financial statements under section 401 of the Companies Act 2006.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.4 Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic report. The Directors' report further describes the financial position of the Company, its cash flows, liquidity position and borrowing facilities; the Company's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposure to credit risk and liquidity risk.

Whilst the Company has net current liabilities of \$3.544m (2021: \$6.266m), the Directors share a reasonable expectation that the Company has adequate resources to continue in operational existence for at least 12 months from the date of approval of the financial statements. The ultimate parent Company - Carlisle Companies Incorporated, have also provided a letter of support, which confirms that they will provide additional financial support to the Company, should this be required, for at least 12 months from the date of the approval of the financial statements.

As a result, the Directors consider the going concern basis to be appropriate in the preparation of the financial statements.

2.5 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is USD.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

2.6 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.7 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.8 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.9 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.10 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.11 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.12 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of comprehensive income.

2.13 Dividends paid

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

2.14 Dividends received

The Company recognises dividends received from subsidiary investments within income from subsidiary investments in the profit and loss when these are declared.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The Directors have reviewed the estimates and assumptions used in the preparation of the financial statements and have identified key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying value of assets and liabilities within the next financial year. These are discussed further below:

Investment carrying values and impairment

The Directors determine where investments in subsidiaries are impaired by estimating their value in use to the Company and comparing this to the carrying values of the assets. The Directors consider the value in use of investments by reviewing their financial performance and future plans for the held investments.

4. Auditors' remuneration

During the year, the Company obtained the following services from the Company's auditors and their associates:

	2022	2021
	\$000	\$000
Fees payable to the Company's auditors and their associates for the audit of the Company's financial statements	4	4
	<hr/>	<hr/>

5. Employees

The average monthly number of employees, including the directors, during the year was as follows:

	2022	2021
	No.	No.
Directors	2	2
	<hr/>	<hr/>

The Directors remuneration totals \$nil (2021: \$nil) in the year as the Directors are remunerated through other entities within the Carlisle group.

6. Income from subsidiary investments

	2022	2021
	\$000	\$000
Dividends received from subsidiary undertakings	51,750	188,504
	<hr/>	<hr/>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

7. Net finance costs

	2022 \$000	2021 \$000
Interest payable on issued loan notes	(13,707)	(13,182)
Gain/(loss) on foreign exchange	(315)	5
Interest receivable/(payable) on inter-company cashpool	25	(14)
	<u>(13,997)</u>	<u>(13,191)</u>

8. Taxation

	2022 \$000	2021 \$000
Current tax		
Current tax on profits for the year	-	-
Total current tax	<u>-</u>	<u>-</u>
Deferred tax		
Origination and reversal of timing differences	-	-
Total deferred tax	<u>-</u>	<u>-</u>
Taxation on profit on ordinary activities	<u>-</u>	<u>-</u>

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2021 - lower than) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	2022 \$000	2021 \$000
Profit on ordinary activities before tax	<u>37,722</u>	<u>175,296</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	7,167	33,306
Effects of:		
Non-taxable income	(9,832)	(35,816)
Group relief	1,511	2,510
Losses carried forwards	1,154	-
Total tax charge for the year	<u>-</u>	<u>-</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

8. Taxation (continued)

Factors that may affect future tax charges

The rate of corporation tax will increase from 19% to 25% from April 2023 for taxable profits exceeding £250,000.

9. Fixed asset investments

	Investments in subsidiary companies \$000
Cost	
At 1 January 2022	463,232
Additions	75,000
	<hr/>
At 31 December 2022	<u>538,232</u>

The additions recognised in investments in subsidiary companies relates to additional shares subscribed for in Carlisle Global II Limited.

Subsidiary undertaking

The following was a subsidiary undertaking of the Company:

Name	Registered office	Class of shares	Holding
Carlisle Global II Limited	Level 37 One Canada Square, Canary Wharf, London, England, E14 5DY	Ordinary	100 %

Details of indirect holdings are included in Carlisle Global II Limited's financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

10. Debtors

	2022	2021
	\$000	\$000
Amounts owed by group undertakings	327	57
Other debtors	1	2
	<u>328</u>	<u>59</u>

The Company participates in the Carlisle European cash pool in which all subsidiary companies contribute excess cash balances or draw current loan positions from the cash pool. The cash pool header company is Carlisle Acquisition I B.V. in the Netherlands. The contributing or loan balances are interest-bearing at SONIA +1%, ESTR +1% and SOFR +1% for the GBP, EUR and USD cashpools respectively.

Contributions of excess cash balances are recognised in amounts owed by group undertakings and drawing of loan positions from the cash pool are recognised in amounts owed to group undertakings.

11. Creditors: Amounts falling due within one year

	2022	2021
	\$000	\$000
Trade creditors	6	-
Amounts owed to group undertakings	3,773	6,294
Accruals and deferred income	93	31
	<u>3,872</u>	<u>6,325</u>

The Company participates in the Carlisle European cash pool in which all subsidiary companies contribute excess cash balances or draw current loan positions from the cash pool. The cash pool header company is Carlisle Acquisition I B.V. in the Netherlands. The contributing or loan balances are interest-bearing at SONIA +1%, ESTR +1% and SOFR +1% for the GBP, EUR and USD cashpools respectively.

Contributions of excess cash balances are recognised in amounts owed by group undertakings and drawing of loan positions from the cash pool are recognised in amounts owed to group undertakings.

Included in amounts owed to group undertakings is a \$3.7m (2021: \$5.6m) loan owed to a fellow group company. Interest is charged at 1.6% per annum and the principal value of the loan is repayable in August 2023.

12. Creditors: Amounts falling due after more than one year

	2022	2021
	\$000	\$000
Amounts owed to group undertakings	<u>338,000</u>	<u>263,000</u>

Included in amounts owed to group undertakings are issued loan notes to a fellow group company totalling \$338m (\$263m). The issued loan notes attract 5% interest payable bi-annually and the principal value of the loan notes are repayable in full when they are due to mature in April 2029.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

13. Share capital

	2022 \$000	2021 \$000
Allotted, called up and fully paid		
2,005 (2021 - 2,005) Ordinary shares of \$1.00 each	<u>2</u>	<u>2</u>

14. Reserves

Share premium account

Represents the difference between consideration received and the nominal value of issued shares, less any related issue costs incurred.

Capital contribution reserve

The capital contribution reserve represents additional contributions received with no obligation of repayment.

Profit and loss account

Represents the cumulative retained profits and losses.

15. Controlling party

The Company's immediate parent undertaking is Carlisle LLC, which is incorporated in the USA.

The ultimate parent company is Carlisle Companies Incorporated, which is incorporated in the USA. This company heads the largest and smallest group in which the company's results are consolidated. Copies of the financial statements of Carlisle Companies Incorporated may be obtained from the Company secretary at Carlisle Companies Corporate Headquarters, 16430 N. Scottsdale Road, Suite 400, Scottsdale, AZ 85254.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.