

INNOVATION HOLDCO LIMITED

REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 DECEMBER 2018

MONDAY



A8F4HZLL

A65

30/09/2019

#120

COMPANIES HOUSE

INNOVATION HOLDCO LIMITED

COMPANY INFORMATION

Directors	G Ivey (appointed 1 February 2018) A J Davis (appointed 1 August 2018)
Registered number	11182659
Registered office	Investcorp House 48 Grosvenor Street London United Kingdom W1K 3HW
Independent auditor	Cooper Parry Group Limited Chartered Accountants & Statutory Auditor Sky View Argosy Road East Midlands Airport Castle Donington Derby DE74 2SA

INNOVATION HOLDCO LIMITED

CONTENTS

	Page
Directors' Report	2
Directors' Responsibilities Statement	3
Independent Auditor's Report	4 - 6
Statement of Comprehensive Income	7
Statement of Financial Position	8
Statement of Changes in Equity	9
Notes to the financial statements	10 – 14

INNOVATION HOLDCO LIMITED
DIRECTORS' REPORT
FOR THE PERIOD ENDED 31 DECEMBER 2018

The directors present their report and the financial statements for the period ended 31 December 2018.

Principal activity and review of the business

The company's principal activity is to act as a holding company.

The company was incorporated on 1 February 2018. These accounts represent the period from incorporation to 31 December 2018.

Results

The loss for the period, after taxation, amounted to £9,455.

Going concern

The company incurred a loss in the period and had net liabilities of £9,454 at the period end. The parent company has confirmed to the company that they will provide financial support to the company to enable the company to meet its external liabilities as they fall due for a period of at least 12 months from the date of approval of these financial statements. The directors have not prepared a detailed cash flow forecast given the scale of the company operations and the support being provided by the parent company. On this basis the directors have prepared the financial statements on a going concern basis.

Directors' indemnities

The company has granted an indemnity to its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third-party indemnity provisions remain in force as at the date of approval of the directors' report.

Directors

The directors who served during the period and to the date of approval of these financial statements are as stated on the company information page.

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.

Auditors

Cooper Parry Group Limited were appointed as auditors during the period and have expressed a willingness to continue in office. A resolution to re-appoint them will be proposed at the annual general meeting.

Post balance sheet events

For details on post balance sheet events see note 10.

Small companies note

In preparing this report, the directors have taken advantage of the small companies' exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf by:

A J Davis
Director
Date:



19th Sept 19

INNOVATION HOLDCO LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE PERIOD ENDED 31 DECEMBER 2018

The directors are responsible for preparing the company 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 period. 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 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 accounting estimates that are reasonable and prudent; and
- 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 the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INNOVATION HOLDCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INNOVATION HOLDCO LIMITED

Opinion

We have audited the financial statements of Innovation Holdco Limited ("the company") for the period ended 31 December 2018, which comprise the Statement of Comprehensive Income, the Statement of Financial Position, 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 2018 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

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. 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.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

INNOVATION HOLDCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INNOVATION HOLDCO LIMITED (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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has 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 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities 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, 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.

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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

INNOVATION HOLDCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INNOVATION HOLDCO LIMITED (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.

Cooper Parry Group Limited

Katharine Warrington (Senior Statutory Auditor)

for and on behalf of
Cooper Parry Group Limited

Chartered Accountants
Statutory Auditor

Sky View
Argosy Road
East Midlands Airport
Castle Donington
Derby
DE74 2SA

Date: *30 September 2019*

INNOVATION HOLDCO LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 DECEMBER 2018

	Note	Period ended 31 December 2018 £
Administrative expenses		(9,455)
Operating loss	4	<u>(9,455)</u>
Loss before taxation		(9,455)
Taxation	6	-
Loss for the financial period		<u>(9,455)</u>

All amounts relate to continuing activities.

There were no recognised gains and losses in the period other than those included in the Statement of Comprehensive Income.

INNOVATION HOLDCO LIMITED
REGISTERED NUMBER: 11182659

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2018

	Note	31 December 2018 £	31 December 2018 £
Current assets			
Debtors: falling due within one year	7	1	
		<u>1</u>	
Creditors: amount falling due within one year	8	<u>(9,455)</u>	
Net current liabilities			<u>(9,454)</u>
Net liabilities			<u>(9,454)</u>
Capital and reserves			
Share capital	9		1
Retained earnings			(9,455)
Shareholders' deficit			<u>(9,454)</u>

The company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



A J Davis
Director

Date: 19th Sept 19

The notes on pages 10 to 14 form part of these financial statements.

INNOVATION HOLDCO LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 DECEMBER 2018

	Share capital £	Loss for the year £	Total equity £
Share issued during period	1	-	1
Comprehensive income for the period			
Loss for the period	-	(9,455)	(9,455)
Total comprehensive income for the period	-	(9,455)	(9,455)
As at 31 December 2018	1	(9,455)	(9,454)

Capital and reserves are described below:

Share capital	The nominal value of allotted and fully paid up ordinary share capital.
Retained earnings	Cumulative net gains and losses recognised in the Statement of Comprehensive Income.

The notes on pages 10 to 14 form part of these financial statements.

INNOVATION HOLDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018

1. General information

Innovation Holdco Limited is a company incorporated in England and Wales under the Companies Act 2006. The address of the registered office is given on the contents page and the nature of the company's operations and principal activity is set out in the directors' report.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland; under the historical cost convention and in accordance with 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 company management to exercise judgement in applying the company's accounting policies (see note 3).

The financial statements have been prepared in the company's functional currency, pound sterling (£).

The following principal accounting policies have been applied consistently:

2.2 Going concern

After making enquiries into future trading forecasts and cash requirements the directors have formed a judgement at the time of approving the financial statements that there is a reasonable expectation that the company has adequate resources to meet its obligations and continue in operational existence for the foreseeable future. For these reasons, the directors continue to adopt the going concern basis in preparing the directors report and accounts.

2.3 Financial instruments

Financial assets

Financial assets comprise amounts owed by the parent company; these are initially recorded at cost on the date they originate and are subsequently recorded at amortised cost. The company considers evidence of impairment of all debtors, and any subsequent impairment is recognised in the Statement of Comprehensive Income.

Impairment of financial assets carried at amortised cost

Impairment provisions are recognised when there is objective evidence that a financial assets or groups of financial assets is impaired. Objective evidence includes significant financial difficulties of the counterparty, default or significant delays in payment.

Impairment provisions represent the difference between the net carrying amount of a financial asset and the present value of the expected future cash receipts from that asset.

Financial liabilities

Financial liabilities comprise trade creditors and accruals; these are initially recorded at cost on the date they originate and are subsequently held at amortised cost.

INNOVATION HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2018

2. Accounting policies (*continued*)

2.4 Debtors

Short term debtors are measured at transaction price, less any impairment.

2.5 Creditors

Short term creditors are measured at the transaction price.

2.6 Foreign currency translation

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.

2.7 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except that a change 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 by the reporting date.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of Financial Position date, except:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the Statement of Financial Position date.

2.8 Related party transactions

The company has taken advantage of the exemptions conferred by Section 33 of FRS 102 not to disclose transactions with other wholly owned subsidiaries within the group.

3 Judgements in applying accounting policies and key sources of estimation uncertainty

The directors do not consider that there were any significant judgements in applied in the preparation of these financial statements.

INNOVATION HOLDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018

4. Operating loss

Period ended
31 December
2018
£

This is arrived at after charging:

Fees payable to the company's auditor for the audit of the company's annual accounts

4,250

No employees are remunerated by the company.

5. Directors

The directors received no remuneration. The directors are also directors of other group companies within which their remuneration is paid.

Key management personnel include all the directors of the company. The directors do not consider any other personnel to be classified as key management. The directors have the authority and responsibility for planning, directing and controlling the activities of the company.

6. Taxation

Period ended
31 December
2018
£

UK corporation tax

Current tax on loss for the period

-

Deferred tax

Origination and reversal of timing differences

-

Taxation on loss on ordinary activities

-

INNOVATION HOLDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018

6. Taxation (*continued*)

Factors affecting tax charge for the period

The tax assessed for the period is different to the standard rate of corporation tax in the UK applied to the loss before tax. The differences are explained below:

	Period ended 31 December 2018 £
Loss on ordinary activities before tax	(9,455)
Loss on ordinary activities at the standard rate of corporation tax in the UK of 19%	(1,796)
Effect of:	
Expenses not deductible for tax purposes	338
Deferred tax not recognised	1,458
Tax charge for period	-

Factors that may affect future tax charges

There are unrecognised deferred tax assets of £1,458 in respect of losses. These have not been recognised due to the uncertainty of future taxable profits.

7. Debtors

	2018 £
Amounts owed by parent company	1

8. Creditors: Amounts falling due within one year

	2018 £
Trade creditors	3,165
Accruals	6,290
	9,455

9. Share Capital

	2018 £
<i>Allotted, called up and unpaid</i>	
1 ordinary share of €1 each	1

On 1 February 2018 1 Ordinary share was allotted for €1.

INNOVATION HOLDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2018

10. Post balance sheet events

On 18 January 2019 Innovation Holdco Limited has acquired 100% of the share capital of Cambio Holding AB.

On 19 February 2019, Innovation Holdco Limited acquired 86% of the share capital of Sanolium Group Holding AB. On the same day, Sanolium Group Holding AB acquired 100% of the share capital of Sanolium Holding AB and Sanolium Holding AB acquired 100% of the share capital of Sanolium AB. All companies are registered in Sweden.

On 19 February 2019, the immediate parent company of Cambio Holding AB became Sanolium AB

On 14 February 2019, the company re-denominated the share capital of the company from 1 Euro to 10.44 SEK.

On 14 February 2019, the company allotted 1 Ordinary share of 10.44 SEK for 914,203,359.95 SEK.

On 18 June 2019, the company allotted 1 Ordinary share of 10.44 SEK for 185,455,781.76 SEK.

The company will change its functional currency to Swedish Krona (SEK) effective from 1 January 2019.

11. Controlling party

At the year end the company's immediate parent undertaking and controlling party is Innovation Limited, a company incorporated in the Cayman Islands.

The ultimate parent undertaking is Investcorp Bank B.S.C.