

OS AA01

Statement of details of parent law and other information for an overseas company



100603/20

☒ What this form is for
You may use this form to
accompany your accounts
disclosed under parent law.

☒ What this form is NOT for
You cannot use this form
an alteration of manner of
with accounting requirements

WEDNESDAY



A13 30/11/2011 165
COMPANIES HOUSE

Part 1 Corporate company name

Corporate name of
overseas company ①

ERM Holdings BV *FL2867*

If the company has already been registered in the UK, please enter the
establishment number below

UK establishment
number ②

B R 0 1 3 7 5 8

→ Filling in this form
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

① This is the name of the company in
its home state

② This should only be completed if
the company has already been
registered in the UK

Part 2 Statement of details of parent law and other information for an overseas company

A1 Legislation

Please give the legislation under which the accounts have been prepared and,
if applicable, the legislation under which the accounts have been audited

Legislation ③

Dutch Legislation

③ This means the relevant rules or
legislation which regulates the
preparation and, if applicable, the
audit of accounts.

A2 Accounting principles

Accounts

Have the accounts been prepared in accordance with a set of generally accepted
accounting principles?

Please tick the appropriate box

☐ No. Go to Section A3

☒ Yes. Please enter the name of the organisation or other
body which issued those principles below, and then go to Section A3

Name of organisation
or body ④

Dutch GAAP

④ Please insert the name of the
appropriate accounting organisation
or body

A3 Accounts

Accounts

Have the accounts been audited? Please tick the appropriate box.

☒ No. Go to Section A5

☐ Yes. Go to Section A4

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A4

Audited accounts

Audited accounts

Have the accounts been audited in accordance with a set of generally accepted auditing standards?

Please tick the appropriate box

- ☐ No. Go to Part 3 'Signature'.
- ☐ Yes. Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'.

① Please insert the name of the appropriate accounting organisation or body

Name of organisation or body ①

A5

Unaudited accounts

Unaudited accounts

Is the company required to have its accounts audited?

Please tick the appropriate box

- ☒ No.
- ☐ Yes


Part 3

Signature

Signature

I am signing this form on behalf of the overseas company

Signature

X 

X

This form may be signed by
Director, Secretary, Permanent representative

ERM HOLDINGS B.V.

Annual Financial Statements

31 March 2011

ERM Holdings B.V

Registered No 30156416

DIRECTORS

Andrew Silverbeck

Mark Pearson

REGISTERED OFFICE

2nd Floor

Exchequer Court

33 St Mary Axe

London

EC3A 8AA

The annual financial statements are dated May, 24 2011 and signed by the directors, approved in the Shareholders meeting on November, 9 2011

ERM Holdings B.V.

BALANCE SHEET

for the year ended 31 March 2011

		2011	2010
		€	€
Assets	<i>Notes</i>		
Investments in subsidiaries	3	5,945,270	6,050,396
Debtors	4	3,066,162	1,244,374
Cash at bank		954	3,824
Total Assets		<u>9,012,386</u>	<u>7,298,594</u>
Liabilities			
Creditors amounts falling due within one year	5	(525)	(14,953)
Net assets		<u>9,011,861</u>	<u>7,283,641</u>
Capital and reserves			
Issued and paid up share capital	6	21,200	21,200
Capital surplus	7	5,004,234	5,004,234
Profit and loss account	7	3,986,427	2,258,207
Equity shareholders' funds		<u>9,011,861</u>	<u>7,283,641</u>

Andrew Silverbeck

Director

ERM Holdings B.V

Mark Pearson

Director

ERM Holdings B.V

ERM Holdings B V

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2011

1. Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

Basis of consolidation

The company's immediate parent company is ERM (Overseas Holdings) Limited

Until 25 July 2011 the ultimate parent company and controlling party was ERM Group Holdings Limited. ERM Group Holdings Limited included the company in its consolidated financial statements for the year ended 31 March 2011, copies of which are available from its registered office 2nd Floor, Exchequer Court, 33 St Mary Axe, London, EC3A 8AA. The company has therefore taken advantage of the exemption for sub-consolidation as mentioned in article 408, paragraph 1b of the Civil Code Book 2.

On 25 July 2011 the ultimate parent company changed to ERM Worldwide Limited

Investments

Investments held as fixed assets are stated at cost, less provision for permanent diminution in value. Those held as current assets are stated at the lower of cost and net realisable value.

The carrying values of fixed asset investments are reviewed for impairments if events or changes in circumstances indicate that the carrying value may not be recoverable.

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more tax, or a right to pay less or to receive more tax, with the following exceptions:

- provision is made for deferred taxation that would arise on remittance of the retained earnings of subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable, and
- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Foreign Currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date.

All differences are taken to the profit and loss account (included under operating income).

ERM Holdings B V.

NOTES TO FINANCIAL STATEMENTS for the year ended 31 March 2011

2. Operating loss

There are no employees and no other staff related costs

The company is principally engaged as an intermediate group holding company and there is likely to be no change to the company's activities in future periods

3. Investments in subsidiaries

	<i>Subsidiary undertakings</i> €
Cost	
At 1 April 2010	6,050,396
Additions (note (a))	165,809
Transfers (note (b))	(32,873)
As at 31 March 2011	6,183,332
Amounts provided	
At 1 April 2010	-
Impairment (note (c))	(238,062)
As at 31 March 2011	(238,062)
Net book value at 31 March 2011	5,945,270

(a) During the year, the company injected additional capital of €165,809 in ERM Argentina S A

(b) The ownership of Environmental Resources Management Taiwan Co , Ltd of €32,873 was transferred from ERM Holdings B V to ERM Limited

(c) During the year, the company impaired its investment in ERM Futura AB

The following is a list of the company's subsidiary undertakings and particulars of the shareholdings therein

<i>Company name</i>	<i>Country of incorporation</i>	<i>Class of shares</i>	<i>Proportion of shares held directly</i>
ERM-Hong Kong, Limited	Hong Kong	Ordinary	77%
ERM Futura AB	Sweden	Ordinary	50%
ERM Italia S p A	Italy	Ordinary	65%
Environmental Resources Management Naamloze Vennootschap	Belgium	Ordinary	65%
ERM Argentina S A	Argentina	Ordinary	75%
ERM Polska Spzoo	Poland	Ordinary	100%
ERM Hungaria Kft	Hungary	Ordinary	100%
ERM France SAS	France	Ordinary	100%
Environmental Resources Management Nederland Holding B V	Netherlands	Ordinary	87%
ERM Korea Limited	Korea	Ordinary	80%
ERM Technical Services (M) Sdn Bhd	Malaysia	Ordinary	80%
ERM China (Holdings) Limited	Hong Kong	Ordinary	100%

NOTES TO FINANCIAL STATEMENTS
for the year ended 31 March 2011

3. Investments in subsidiaries (continued)

For all subsidiary undertakings listed above, the country of operation is the same as the country of incorporation. The nature of the business of all of the company's principal subsidiaries is the provision of environmental, risk and health and safety consulting services except for Environmental Resources Management Nederland Holding B.V. and ERM China (Holdings) Limited which are intermediate holding companies.

4. Debtors

	2011 €	2010 €
Amounts due from group undertakings	3,066,162	1,244,374
	<u>3,066,162</u>	<u>1,244,374</u>
Amounts are due within one year		

5. Creditors: amounts falling due within one year

	2011 €	2010 €
Group relief payable	525	14,953
	<u>525</u>	<u>14,953</u>

6. Share capital

	2011 €	<i>Authorised</i> 2010 €
Ordinary shares of €100 each (1000 shares)	100,000	100,000
	<u>100,000</u>	<u>100,000</u>

	<i>Allotted, called up and fully paid</i> 2011 No	€	<i>Allotted, called up and fully paid</i> 2010 No	€
Ordinary shares of €100 each	212	21,200	212	21,200
	<u>212</u>	<u>21,200</u>	<u>212</u>	<u>21,200</u>

NOTES TO FINANCIAL STATEMENTS
for the year ended 31 March 2011

7. Reconciliation of shareholders' funds and movement in reserves

	<i>Share capital €</i>	<i>Capital surplus €</i>	<i>Profit and loss account €</i>	<i>Total share- holders' funds €</i>
At 31 March 2009	21,200	5,004,234	(62,667)	4,962,767
Profit for the year	–	–	2,320,874	2,320,874
At 31 March 2010	21,200	5,004,234	2,258,207	7,283,641
Profit for the year	–	–	1,728,220	1,728,220
At 31 March 2011	21,200	5,004,234	3,986,427	9,011,861