

# **Apiary Investments Holdings Limited**

## **Report and Financial Statements**

31 December 2019



## Apiary Investments Holdings Limited

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### **Directors**

C Coughlin  
P Fracassa  
A Roellgen

### **Auditors**

Ernst & Young LLP  
Bridgewater Place, 1 Water Lane  
Leeds LS11 5QR  
United Kingdom

### **Bankers**

Citizens Bank  
Michigan Commercial Banking  
27777 Franklin Road  
19th Floor, MH 1980  
Southfield, MI 48034

### **Solicitors**

Shoosmith LLP  
Witan Gate House  
500-600 Witan Gate West  
Milton Keynes, England MK9 1SH  
United Kingdom

### **Registered Office**

C/O Shoosmiths,  
Saltire Court,  
Castle Terrace, Edinburgh, Scotland, EH1 2EN  
United Kingdom

## Apiary Investments Holdings Limited

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# Strategic Report

The directors present their strategic report and the financial statements for the year ended 31 December 2019.

### Business review

The Company is a holding company for operating companies that are global leaders in precision motion control technologies. The Company was put on the market by the prior owners CBC and was sold to the Timken Company on August 31<sup>st</sup>, 2018. This report reflects the activities of the holding company only.

### Business review

#### Principal risks and uncertainties

The management of the business and execution of the Company's strategy are subject to a number of risks. The business risks affecting the Company are set out below. Risks are formally reviewed by the Board, and appropriate processes are put in place to monitor and mitigate them. If more than one adverse event occurs, it is possible that the overall effect of such events would be compounded.

#### Market and Economic Risks

The Company is also exposed to market and economic risks in the normal course of business. These risks include, but are not limited to, the Company's ability to develop and market precision motion control technologies and services successfully, competition, pressures on pricing from suppliers and customers, disruptions to the supply of goods, technology changes, the ability to attract and retain talent, environmental issues and changes to legislation. The Company manages these risks by maintaining strong relationships with customers and suppliers and by Company senior management conducting business reviews on a regular basis to ensure the risks are appropriately managed. The growth strategy of diversifying our product base, market applications and geographic focus also mitigates and helps us manage these risks.

#### Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for that other party by failing to discharge an obligation. Company policies are aimed at minimizing such losses and require that credit terms are only granted to customers who demonstrate an appropriate payment history and satisfy creditworthiness procedures. We continually review the credit ratings of all major customers and suppliers to mitigate this risk across the Company.

#### Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company has historically been a very cash generative business due to the strong margins achieved at the business. The Company mitigates liquidity risk through a consistent focus on all operational key performance indicators to ensure constant improvement going forward.

#### Cash Flow Risk

Cash flow risk is the risk of exposure to variability in cash flows that is attributable to a particular risk associated with a recognized asset or liability. The Company primarily trades in US dollars, and cash is forecast on a daily basis as is reconciling cash to the bank to constantly assess cash sources and cash needs.

#### Impact of COVID-19

Covid-19 was declared a global pandemic by the World Health Organisation on 11th March 2020 and in the days and weeks that followed, the governments of the countries where Apiary products are sold took action resulting in a lockdown in each of these countries to varying degrees.

## Apiary Investments Holdings Limited

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### Strategic Report continued

The impact of the virus is minimal on Apiary Investments Holdings Limited, as a non trading holding company but it did impact the operations of the investments. At this stage, it is not expected to impact the investments to an extent where an impairment would be required.

#### Key Individuals Risk

The Company's future performance depends heavily on its ability to retain the services of its directors and managers and to be able to retain and attract the services of suitable personnel and motivate them. The loss of the services of any such directors or managers could have a material adverse impact on the business and the prospects of the Company. The Company manages this risk through providing competitive compensation and benefits plans, as well as conducting semi-annual employee reviews to assess performance and provide a basis for bonuses and raises. This risk is mitigated further through key members of the management team participating in an equity incentive scheme, including the key individuals that came with the H-Fang acquisition.

#### Financial Risk Management

The Company's financial risks are discussed in Note 9 to the financial statements.

DocuSigned by:

*Philip Francassa*

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Philip Francassa

Director

December 14, 2020

## Apiary Investments Holdings Limited

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Registered No. SC428206

### Directors' report

The directors present their report and financial statements for the year ended 31 December 2019.

#### Results and dividends

The Companies loss before taxation was (\$6,785k) in 2019 and decreased \$201k versus 2018. The Company generated no sales in 2018 or 2019. The Company didn't generate any cash and had no taxes.

#### Principal activities and review of the business

The Company serves as a holding company for Cone Drive Operations, Inc. located in Traverse City, Michigan and Cone Drive Operations Limited, which owns Jiangyin Huafang New Energy High Technology Company, Ltd. in Jaingyin City, China.

#### Principal activities and review of the business

The Company's subsidiaries are a unique value proposition is high precision with very short lead times, driven by our commitment to technology development and proprietary manufacturing processes. Over 50% of the Group's products are custom-engineered and the Group's manufacturing technology allows quick turnarounds for small run custom orders which generate solid margins.

The Company's subsidiaries run a dedicated R&D function with extensive product development and testing capabilities, demonstrating commitment to developing the latest product technologies to improve customers' processes. Products deliver industry leading levels of tolerance and accuracy, shock load capability, torque density and levels of backlash down to absolute zero, as required. Currently the Group's sales are geographical diversified throughout North America, Europe, the Middle East and Asia.

#### Future developments

The Company will continue to operate as a holding company for Cone Drive Operations, Inc. and Cone Drive Operation Limited, which owns Jiangyin Huafang New Energy High Technology Company, Ltd.. There are no future developments planned.

#### Directors

The directors who served the company during the year were as follows:

C Coughlin  
P Fracassa  
A Roellgen

#### Disclosure of information to the auditors

So far as each person who was a director at the date of approving the report is aware, there is no relevant audit information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

#### Going concern basis

As at 31 December 2019, the Company had net assets of \$42,878,000 (2018: \$49,663,000). The Company has a net current liabilities position of \$310,000 (2018: \$346,000). The intercompany debt is financed by profits generated by fellow Group companies and external borrowings. The debts held at the year end,

## Apiary Investments Holdings Limited

### Directors' report continued

including preference shares, were cleared in 2020 and as such, the use of the going concern assumption is considered appropriate for these financial statements.

#### The Board of Directors' Statement on s172(1)

Under section 172 of the UK Companies Act 2006 ('Section 172') directors must act in the way that they consider, in good faith, would be most likely to promote the success of their company. In doing so, directors must have regard to stakeholders and the other matters set out in Section 172. The information presented below comprises the Section 172 statement, which describes how the directors have had regard to these matters when performing their duties.

We have identified the stakeholder groups below as key to the success of the Company. In light of our objectives noted above, our directors take steps to understand the needs and priorities of each stakeholder group and do so through a variety of mediums and channels.

As part of the Board of directors' ('the Board') decision-making process, the Board considers the potential impact of decisions on relevant stakeholders whilst also having regard to a number of broader factors, including the impact of the Company's responsible business practices and the likely consequences of decisions in the long term.

The summary below details the interests of each of the relevant stakeholder groups and the approaches taken to engage them.

Investors – Our ultimate parent, Timken Inc

As the owner of the Company, our ultimate parent's priorities are critical to us and their support allows us to implement our strategy and to achieve our long-term plans.

Key topics of engagement	How we engaged in 2019	Considerations and outcomes
<p>Key areas are:</p> <ul style="list-style-type: none"> <li>- Compliance with all regulations;</li> <li>- Compliance with internal US Group policies;</li> <li>- Operating in ethical manner;</li> <li>- Effective leadership to ensure the Company's long-term sustainability and ultimately deliver a return on investment.</li> </ul>	<p>We have open, frequent dialogue with our parent company senior leadership team through function meetings and board meetings. A matrix reporting structure is in place with our parent company.</p> <p>Key parent company senior leadership members are directors of the UK Group holding companies.</p>	<p>During 2019, concluding in 2020, the Board worked with our investors to remove the preference share structure in the company. This was converted to ordinary share capital to simplify the structure and to allow the instrument to be moved from debt to equity.</p>

**Apiary Investments Holdings Limited****Directors' report continued****Subsidiaries**

Oversight and governance of subsidiaries is important to ensuring implementation of our Group strategy and achievement of our Group long-term plans.

Key topics of engagement	How we engaged in 2019	Considerations and outcomes
Key areas are: <ul style="list-style-type: none"><li>- Monitoring of performance;</li><li>- Intercompany balances;</li><li>- Dividends; and</li><li>- Consideration of investment values.</li></ul>	Directors are consistent across the Company and subsidiaries ensuring the directors can make the appropriate decisions for the benefit of the UK Group as a whole. Formal items are discussed at Board of director meetings where required.	During 2019, the decision was taken to stop selling to European countries through Cone Drive Operations Limited, an immediate subsidiary. The decision was taken to service these sales through the Chinese subsidiary and the US sister company.

**Auditors**

In accordance with section 485 of the Companies Act 2006, a resolution is to be proposed at the Annual General Meeting for reappointment of Ernst & Young LLP as auditors.

By order of the Board

DocuSigned by:  
*Philip Francassa*  
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Philip Francassa  
Director

December 14, 2020

## Apiary Investments Holdings Limited

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### Statement of directors' responsibilities

The directors are responsible for preparing the annual 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 judgments 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; 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 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.



## **Independent auditors' report**

**to the members of Apiary Investments Holdings Limited**

We have audited the financial statements of Apiary Investments Holding Limited for the year ended 31 December 2019 which comprise the Statement of Financial Performance, the Statement of Comprehensive Loss, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 16 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 FRS 101 "Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 31 December 2019 and of its loss 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 Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC'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.

### **Emphasis of matter**

We draw attention to Note 15 of the financial statement, which describes the economic and social circumstances the Company's subsidiaries are facing as a result of COVID-19. Our opinion is not modified in respect of this matter.

### **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 authorized for issue.

# **Independent auditors' report**

**to the members of Apiary Investments Holdings Limited**

## **Opinions 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 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 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 7, 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.

## **Auditor's 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 <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

## **Independent auditors' report**

**to the members of Apiary Investments Holdings Limited**

### **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 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

*Ernst & Young LLP*

Peter Buckler (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Leeds

14<sup>th</sup> December 2020

## Apiary Investments Holdings Limited

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### Statement of Comprehensive Loss

for the year ended 31 December 2019

		2019	2018
	Notes	US\$000s	US\$000s
<b>Dividend Income</b>		-	-
Administrative Expenses		(7)	(208)
<b>Operating Loss</b>		(7)	(208)
Interest Payable	5	(6,778)	(6,778)
<b>Loss Before Taxation</b>		(6,785)	(6,986)
Taxation		-	-
<b>Total Comprehensive Loss for the Year</b>		<u>(6,785)</u>	<u>(6,986)</u>

All activities relate to continuing operations.


# Apiary Investments Holdings Limited

## Statement of financial position

at 31 December 2019

	Notes	2019 US\$000s	2018 US\$000s
<b>Assets</b>			
<b>Non-Current Assets</b>			
Investments	7	113,839	113,839
<b>Current Assets</b>			
Other receivables	11	-	43
<b>Total Assets</b>		<u>113,839</u>	<u>113,882</u>
<b>Liabilities</b>			
<b>Current Liabilities</b>			
Trade and other payables	8,13	310	346
		<u>310</u>	<u>346</u>
<b>Non-Current Liabilities</b>			
Preference shares classed as debt	13	70,651	63,873
<b>Total Liabilities</b>		<u>70,961</u>	<u>64,219</u>
<b>Net Assets</b>		<u>42,878</u>	<u>49,663</u>
<b>Capital &amp; Reserves</b>			
Ordinary share capital	9	13,423	13,423
Capital contribution reserve	9	76,153	76,153
Retained (losses)/ earnings		<u>(46,698)</u>	<u>(39,913)</u>
<b>Net Equity</b>		<u>42,878</u>	<u>49,663</u>

On behalf of the Board

DocuSigned by:  
  
 Philip Fracassa

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Director

December 14, 2020

## Apiary Investments Holdings Limited

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### Statement of changes in equity

for the year ended 31 December 2019

	<i>Ordinary Shares US\$000s</i>	<i>Capital contribution reserve US\$000s</i>	<i>Retained Earnings US\$000s</i>	<i>Total Equity US\$000s</i>
At 1 January 2018	13,423	76,153	(39,913)	49,663
Comprehensive Loss	-	-	(6,785)	(6,785)
Capital introduced by parent	-	-	-	-
At 31 December 2019	<u>13,423</u>	<u>76,153</u>	<u>(46,698)</u>	<u>42,878</u>

## Apiary Investments Holdings Limited

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# Notes to the financial statements

at 31 December 2019

### 1. Authorization of financial statements and statement of compliance with IFRS

The financial statements of Apiary Investments Holdings Limited for the year ended 31 December 2019 were authorized for issue by the board of directors, and the balance sheet was signed on the board's behalf by Philip Fracassa on this date. Apiary Investments Holdings Limited is a private limited company incorporated and domiciled in England and Wales.

The Company's financial statements have been prepared in accordance with International Financial Reporting Standards. They have been converted to Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards as they apply to the financial statements of the Company for the year ended 31 December 2019, and in accordance with the provisions of the Companies Act 2006.

Apiary Investments Holdings Limited is exempt from preparing consolidated financial statements as it is included as part of a larger group consolidation in The Timken Company.

### 2. Accounting policies

#### *Basis of Presentation*

The financial statements of the Company have been prepared in accordance with EU Endorsed IFRS, IFRIC interpretations and the Companies Act 2006 applicable to companies reporting under FRS 101.

The financial statements have been prepared under the historical cost convention with the exception of assets and liabilities acquired in connection with a business combination, which are stated at fair value per IFRS 3(R).

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed further below.

The Financial Statements have been prepared on a going concern basis. In determining the appropriate basis of preparation of the Financial Statements, the Directors are required to consider whether the Company can continue in operational existence for the foreseeable future.

Further information in relation to the Company's business activities, together with the factors likely to affect its future development, performance and position is set out in the Strategic Review section of this report on pages 2 to 3.

Note 9 to the Financial Statements includes the Company's objectives, policies and processes for managing its capital, its financial risk management objectives and its exposure to foreign exchange, credit and interest rate risk.

The Statement of Financial Position shows net loss at 31 December 2019 of US (\$6,785k) and 31 December 2018 of US (\$6,986k).

The Directors have assessed the future funding requirements of the Company and the Company and compared them to the bank facilities which are now available. The assessment included a detailed review of financial and cash flow forecasts for the next several years from the date of signing the Annual Report. The Directors considered a range of potential scenarios within the key markets the Company serves and how these might impact on the Company's cash flow. The Directors also considered what mitigating actions the Company could take to limit any adverse consequences.

## Apiary Investments Holdings Limited

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# Notes to the financial statements

at 31 December 2019

## 2. Accounting policies (continued)

### *Basis of Presentation (continued)*

The Company's forecasts and projections show that the Company should be able to operate without the need for any increase in borrowing facilities.

Having undertaken this work, the Directors are of the opinion that the Company and the Company have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the Financial Statements.

### *Judgements and Key Sources of Estimation Uncertainty*

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

In the process of applying the Company's accounting policies, management has had to make the following judgements, apart from those involving estimations, which have the most significant impact on the amounts recognized in the financial statements:

#### *Taxation*

The Company is subject to potential tax audits by federal and state revenue authorities. Whilst the ultimate outcome of such tax audits and discussions cannot be determined with certainty, management estimates the level of provisions required for both current and deferred tax on the basis of professional advice.

#### *Income Taxes*

Income tax expense represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on taxable profit for the period, and the Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible.

Deferred income tax is provided using the liability method on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- Where the temporary difference arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries and joint ventures, where the timing of reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized only to the extent that it is probable that a taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilized. Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the asset is realized, or the liability is settled, based on tax rates and tax laws enacted or substantively enacted at the balance sheet date.

Income tax is charged or credited directly to equity if it relates to items that are credited or charged to equity. Otherwise, income tax is recognized in the income statement.



## Apiary Investments Holdings Limited

# Notes to the financial statements

at 31 December 2019

## 2. Accounting policies (continued)

### *Impairment of Non-Financial Assets*

The Company assesses whether there are any indicators of impairment for all non-financial assets at each reporting date when applicable. Goodwill and other indefinite life intangibles are tested for impairment annually and at other times when indicators of impairment may exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable.

When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

### *Impairment of Non-Financial Assets*

At each balance sheet date, the Company reviews the carrying amounts of its tangible and intangible assets to assess whether there is an indication that those assets may be impaired. If any such indication exists, the Company makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows attributable to the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in the income statement, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior periods. The Company has no acquired or internally generated non-financial assets.

## 3. Auditors' remuneration

The following amounts were expensed to the Company's auditors in respect of the audit of the financial statements and for other services provided to the Company:

	2019 US\$000s	2018 US\$000s
Audit of the company financial statements	20	14
	20	14
Other fees to auditors:		
Other services related to taxation	10	9
	10	23

## 4. Directors' remunerations

There is no direct remuneration paid to the Directors of the Company. All directors serve as part of their stewardship in the management of the fund that owns the Company or as a part of their position of employment at the Company's parent.

## Apiary Investments Holdings Limited

### Notes to the financial statements

at 31 December 2019

#### 5. Finance Costs

	2019 US\$000s	2018 US\$000s
Accrued dividend on preference shares	6,778	6,778
Total finance costs	6,778	6,778

The accrued dividend was paid with the sale of the business to the former owners by The Timken Company in August of 2018 and interest continued accruing on the preference shares following the acquisition.

#### 6. Taxation

##### (a) Tax on loss on ordinary activities

	2019 US\$000s	2018 US\$000s
Current period tax	-	-
Deferred taxation	-	-
Total	-	-

##### (b) Tax reconciliation

	2019 US\$000s	2018 US\$000s
Loss from operation before taxation	(6,785)	(6,986)
Tax at standard rate of 19% (2018: 19%)	(1,289)	(1,327)
Untaxable income	1,288	1,288
Losses utilised	-	-
Losses not recognized	1	39
Total	-	-

The Company's corporate tax rate is 19% for 2019 (2018: 19%). Due to no taxable income with which to offset expenses, no tax asset was booked. This asset will be shown upon the generation of operating income.

## Apiary Investments Holdings Limited

### Notes to the financial statements

at 31 December 2019

#### 7. Investments

	2019 US\$000s	2018 US\$000s
Investment in subsidiary	113,839	113,839

Details of the investments in which the Company holds 20% or more of the nominal share value of any class of share capital are as follows:

<i>Name of Company</i>	<i>Holding</i>	<i>Proportion of voting rights and shares held</i>	<i>Nature of business</i>	<i>Country of Incorporation</i>
Cone Drive Operations, Inc.	Ordinary Shares	100%	Operating Company	United States
Cone Drive Operations Ltd	Ordinary Shares	100%	Operating Company	United Kingdom
Jiangyin Huafang New Energy High Technology Company, Ltd.	Ordinary Shares	100%	Operating Company	China

As part of the acquisition of this entity by Timken Inc, a further investment was made in Cone Drive Operations Limited of \$38,934k in August 2018.

#### 8. Trade and other payables

	2019 US\$000s	2018 US\$000s
Other taxes and social security costs	-	113
Other payables	30	32
Intercompany liabilities	280	201
	<u>310</u>	<u>346</u>

## Apiary Investments Holdings Limited

# Notes to the financial statements

at 31 December 2019

## 9. Financial Risk Management and Financial Instruments

### *Financial Risk Management Objectives and Policies*

The Company's financial instruments comprise principally of trade payables that arise directly from its operations. The principal risks to which the Company is exposed are liquidity. The Company almost exclusively transacts in US dollars, so no material foreign exchange risk is experienced. These risks are managed in accordance with board-approved policies.

### *Foreign Currency Risk*

The Company buys services predominantly in US dollars, therefore, foreign exchange rate risk is immaterial.

### *Commodity Price Risk*

The Company's has no inventory.

### *Credit Risk*

There are no significant concentrations of credit risk within the Company unless otherwise disclosed. The maximum credit risk exposure relating to financial assets is represented by carrying value as at the balance sheet date.

The Company endeavors to minimize credit risk by the use of trade finance instruments such as letters of credit and insurance. The Company also performs detailed credit checks before a customer is accepted. Historically, these procedures have proved effective in minimizing the level of impaired and past due debtors.

## 10. Share Capital

	2019 US\$000s	2018 US\$000s
<i>Allotted, called up and fully paid:</i>		
Stock allotted, called up, and fully paid	13,423	13,423
	<u>13,423</u>	<u>13,423</u>

On incorporation, the Company issued one ordinary share of 1 at nominal value of \$13,423k.

On acquisition of the company by The Timken Group, a Capital contribution reserve was added on investment from the parent entity of \$76,153k.

## 11. Trade & Other Receivables

	2019 US\$000s	2018 US\$000s
Intercompany Receivables	-	43
	<u>-</u>	<u>43</u>

## 12. Contingent Liabilities

Management does not believe any material contingent liabilities exist other than those accounted for in the balance sheet as provisions, which are entirely comprised of warranty reserves against potential warranty claims calculated as a percent of sales and based on historical experience.

## Apiary Investments Holdings Limited

### Notes to the financial statements

at 31 December 2019

#### 13. Related Party Transactions

The Company entered into transactions, in the ordinary course of business, with two related party during the period. Cone Drive Operations provides services and The Timken Company's investment in the Company. The balance outstanding at 31 December 2019 is as follows:

	<i>Amounts due from related party US\$000s</i>	<i>Amounts owed to related party US\$000s</i>
Cone Drive Operations	-	(168)
Cone Drive Holdings	-	(112)
Total	<u>-</u>	<u>(280)</u>

#### 14. Preference Shares

	<i>2019 US\$000s</i>	<i>2018 US\$000s</i>
Preference shares including accrued interest	70,651	63,873
	<u>70,651</u>	<u>63,873</u>

On 31 August 2018, 61,614,793 preference shares were transferred to The Timken Group (ultimate parent) when they acquired the company. The balance outstanding at the year end represented the dividend accruing to date and nominal value of the shares. \$9,036k represents accrued dividends not yet paid. These were settled in 2020 with a conversion of the interest payable to capital introduced.

Preference shares have a fixed cumulative preferential net cash dividend in each financial year of 11% which accrues from the date of issue to the point of distribution or exit, or otherwise with the approval of the shareholders. These shares were converted to ordinary share capital on 30 June 2020.

#### 15. Events after balance sheet date

Preference shares were converted to ordinary shares at 30 June 2020 as described in note 14.

Covid-19 was declared by the World Health Organisation on 11th March 2020. The directors consider the outbreak to be a non-adjusting post balance sheet event. The Directors recognise that whilst this entity is an investment holding company, the impact on forecasted subsidiary cashflows is difficult to estimate and could result in future revisions of certain estimates such as the investment valuation but initial estimates show that no impairment is currently required. The Directors believe that the impact on this entities cash flow is limited as they are easily predictable. As at the date of these accounts, the Company nor its trading subsidiaries, have seen no significant impact to its operational and financial performance.

#### 16. Ultimate parent company

The directors report that the ultimate parent undertaking is The Timken Company 450Mt Pleasant St NW, North Canton, OH 44720.