

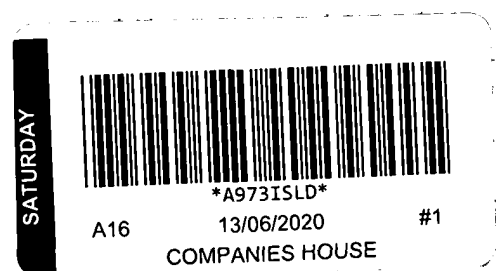
Registration number: 03859614

Aavid Thermalloy UK Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2019

Mander Duffill
Chartered Accountants & Statutory Auditor
The Old Post Office
41 - 43 Market Place
Chippenham
Wiltshire
SN15 3HR



Aavid Thermalloy UK Limited

Contents

| | |
|--|----------|
| Company Information | 1 |
| Directors' Report | 2 |
| Statement of Directors' Responsibilities | 3 |
| Independent Auditor's Report | 4 to 6 |
| Profit and Loss Account | 7 |
| Statement of Comprehensive Income | 8 |
| Balance Sheet | 9 |
| Statement of Changes in Equity | 10 |
| Notes to the Financial Statements | 11 to 14 |

Aavid Thermalloy UK Limited

Company Information

| | |
|--------------------------|---|
| Directors | Mr Mitchell Franklin Aiello Mr Eric Karel Struik |
| Company secretary | Mrs Bibi R Ally |
| Registered office | 4 Syms Building Bumpers Way Bristol Road Chippenham Wiltshire SN14 6LH |
| Solicitors | Macfarlanes 10 Norwich Street London EC4A 1BD |
| Auditors | Mander Duffill Chartered Accountants & Statutory Auditor The Old Post Office 41 - 43 Market Place Chippenham Wiltshire SN15 3HR |

Aavid Thermalloy UK Limited

Directors' Report for the Year Ended 31 December 2019

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

Directors of the company

The directors who held office during the year were as follows:

Mr Mitchell Franklin Aiello

Mr Eric Karel Struik

Principal activity

The principal activity of the company is that of a Trading Company. The directors do not expect any changes in the activity of the company in the foreseeable future.

Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

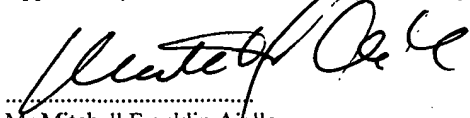
Reappointment of auditors

The auditors Mander Duffill, will be proposed for re-appointment at the forthcoming Annual General Meeting.

Small companies provision statement

This report has been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

Approved by the Board on 5/5/20 and signed on its behalf by:



Mr Mitchell Franklin Aiello
Director



Mr Eric Karel Struik
Director

Aavid Thermalloy UK Limited

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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.

Aavid Thermalloy UK Limited

Independent Auditor's Report to the Members of Aavid Thermalloy UK Limited

Opinion

We have audited the financial statements of Aavid Thermalloy UK Limited (the 'company') for the year ended 31 December 2019, which comprise the Profit and Loss Account, Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity, and Notes to the Financial Statements, 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 102 Section 1A '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 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. 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.

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 directors are responsible for the other information included in the annual report, other than the financial statements and our auditor's report thereon. 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.

Aavid Thermalloy UK Limited

Independent Auditor's Report to the Members of Aavid Thermalloy UK Limited

Opinion on other matter 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 our 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 where 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 Statement of Directors' Responsibilities [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.

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.

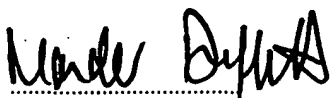
Aavid Thermalloy UK Limited

Independent Auditor's Report to the Members of Aavid Thermalloy UK Limited

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.

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.



Julian Duffill FCA (Senior Statutory Auditor)
For and on behalf of Mander Duffill, Statutory Auditor

The Old Post Office
41 - 43 Market Place
Chippenham
Wiltshire
SN15 3HR

Date: 11/6/20

Aavid Thermalloy UK Limited

Profit and Loss Account for the Year Ended 31 December 2019

| | Note | Total 31 December 2019 £ | Total 31 December 2018 £ |
|--------------------------------------|-------------|---|---|
| Turnover | | 104,967 | 104,462 |
| Distribution costs | | (68,764) | (67,332) |
| Administrative expenses | | <u>(36,253)</u> | <u>(34,802)</u> |
| Operating (loss)/profit | | <u>(50)</u> | <u>2,328</u> |
| (Loss)/profit before tax | | <u>(50)</u> | <u>2,328</u> |
| (Loss)/profit for the financial year | | <u><u>(50)</u></u> | <u><u>2,328</u></u> |

The above results were derived from continuing operations.

The company has no recognised gains or losses for the year other than the results above.

Aavid Thermalloy UK Limited

Statement of Comprehensive Income for the Year Ended 31 December 2019

| | Note | 2019 £ | 2018 £ |
|---|------|--------------------|---------------------|
| (Loss)/profit for the year | | <u>(50)</u> | <u>2,328</u> |
| Total comprehensive income for the year | | <u><u>(50)</u></u> | <u><u>2,328</u></u> |


The notes on pages 11 to 14 form an integral part of these financial statements.

Aavid Thermalloy UK Limited
(Registration number: 03859614)
Balance Sheet as at 31 December 2019


| | Note | 2019 £ | 2018 £ |
|---|------|--------------------|--------------------|
| Current assets | | | |
| Debtors | 5 | 488,345 | 477,779 |
| Cash at bank and in hand | | <u>3,524</u> | <u>12,356</u> |
| | | 491,869 | 490,135 |
| Creditors: Amounts falling due within one year | 6 | <u>(118,567)</u> | <u>(116,783)</u> |
| Net assets | | <u>373,302</u> | <u>373,352</u> |
| Capital and reserves | | | |
| Called up share capital | | 7,281,279 | 7,281,279 |
| Share premium reserve | | 3,000,000 | 3,000,000 |
| Profit and loss account | | <u>(9,907,977)</u> | <u>(9,907,927)</u> |
| Total equity | | <u>373,302</u> | <u>373,352</u> |

These financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

Approved and authorised by the Board on 5 May 2020 and signed on its behalf by:



 Mr Mitchell Franklin Aiello
 Director



 Mr Eric Karel Struik
 Director

Aavid Thermalloy UK Limited

Statement of Changes in Equity for the Year Ended 31 December 2019

| | Share capital £ | Share premium £ | Profit and loss account £ | Total £ |
|----------------------------|--------------------|--------------------|---------------------------------|------------|
| At 1 January 2019 | 7,281,279 | 3,000,000 | (9,907,927) | 373,352 |
| Loss for the year | - | - | (50) | (50) |
| Total comprehensive income | - | - | (50) | (50) |
| At 31 December 2019 | 7,281,279 | 3,000,000 | (9,907,977) | 373,302 |
| | Share capital £ | Share premium £ | Profit and loss account £ | Total £ |
| At 1 January 2018 | 7,281,279 | 3,000,000 | (9,910,255) | 371,024 |
| Profit for the year | - | - | 2,328 | 2,328 |
| Total comprehensive income | - | - | 2,328 | 2,328 |
| At 31 December 2018 | 7,281,279 | 3,000,000 | (9,907,927) | 373,352 |

The notes on pages 11 to 14 form an integral part of these financial statements.
Page 10

Aavid Thermalloy UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2019

1 Statutory Information

The company is a private company limited by share capital incorporated in England and Wales.
The presentation currency of the financial statements is the Pound Sterling (£).

The address of its registered office is:

4 Syms Building
Bumpers Way
Bristol Road
Chippenham
Wiltshire
SN14 6LH

Authorised for issue date

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements have been prepared in accordance with Financial Reporting Standard 102 Section 1A - 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

Going concern

The company is reliant for its working capital requirements on its parent company with whom it also trades. As with many companies placing reliance on others for financial support, the directors acknowledge that there can be no certainty that ongoing support will continue indefinitely or be available when required.

The directors have prepared a cash flow forecast covering a period extending beyond 12 months from the date that these financial statements were approved and they consider that the company will operate within its current facilities. However, there is clearly a risk that additional funds may be required. Should additional funding be required, the parent company has confirmed its willingness to support the company should such a situation arise.

For these reasons, the directors have a reasonable expectation that the company will have adequate resources to continue to meet its financial obligations as they fall due for the foreseeable future and therefore considers it appropriate for the financial statements to be prepared on a going concern basis.

Aavid Thermalloy UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2019

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts.

The company recognises revenue when:

The amount of revenue can be reliably measured;
it is probable that future economic benefits will flow to the entity;
and specific criteria have been met for each of the company's activities.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Trade debtors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

3 Staff numbers

The average number of persons employed by the company (including directors) during the year, was 1 (2018 - 1).

Aavid Thermalloy UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2019

4 Auditors' remuneration

| | 2019 £ | 2018 £ |
|-----------------------------------|--------------|--------------|
| Audit of the financial statements | <u>3,500</u> | <u>2,800</u> |

5 Debtors

| | Note | 2019 £ | 2018 £ |
|---|------|----------------|----------------|
| Amounts owed by group undertakings and undertakings in which the company has a participating interest | 7 | 487,828 | 477,275 |
| Other debtors | | <u>517</u> | <u>504</u> |
| Total current trade and other debtors | | <u>488,345</u> | <u>477,779</u> |

6 Creditors

| | Note | 2019 £ | 2018 £ |
|------------------------------|------|----------------|----------------|
| Due within one year | | | |
| Taxation and social security | | 1,855 | 1,861 |
| Other creditors | | <u>116,712</u> | <u>114,922</u> |
| | | <u>118,567</u> | <u>116,783</u> |

7 Related party transactions

Summary of transactions with entities with joint control or significant interest

Aavid LLC, US
Commission

Summary of transactions with other related parties

Aavid LLC, US
Commission

Income and receivables from related parties

Aavid Thermalloy UK Limited

Notes to the Financial Statements for the Year Ended 31 December 2019

| | Entities with joint control or significant influence £ | |
|---------------------------------------|--|-------------------------------|
| 2019 | | |
| Receipt of services | 104,967 | |
| Amounts receivable from related party | <u>487,828</u> | |
| | | |
| | Entities with joint control or significant influence £ | Other related parties £ |
| 2018 | | |
| Receipt of services | 104,462 | 104,462 |
| Amounts receivable from related party | <u>477,275</u> | <u>477,275</u> |

8 Parent and ultimate parent undertaking

The company's immediate parent is Aavid Thermalloy LLC, incorporated in USA.

The ultimate parent is Basilisk Holdings Inc., incorporated in USA.

Aavid Thermalloy UK Limited

Detailed Profit and Loss Account for the Year Ended 31 December 2019

| | 2019 | 2018 |
|--|-----------------|-----------------|
| | £ | £ |
| Turnover (analysed below) | <u>104,967</u> | <u>104,462</u> |
| Gross profit (%) | 100% | 100% |
| Distribution costs (analysed below) | <u>(68,764)</u> | <u>(67,332)</u> |
| Administrative expenses | | |
| Establishment costs (analysed below) | (6,141) | (6,421) |
| General administrative expenses (analysed below) | (29,669) | (28,466) |
| Finance charges (analysed below) | <u>(443)</u> | <u>85</u> |
| | <u>(36,253)</u> | <u>(34,802)</u> |
| Operating (loss)/profit | <u>(50)</u> | <u>2,328</u> |
| (Loss)/profit before tax | <u>(50)</u> | <u>2,328</u> |

Aavid Thermalloy UK Limited

Detailed Profit and Loss Account for the Year Ended 31 December 2019

| | 2019 £ | 2018 £ |
|---|-----------------|-----------------|
| Turnover | | |
| Commissions receivable | <u>104,967</u> | <u>104,462</u> |
| Distribution costs | | |
| Wages and salaries (excluding directors) | 47,431 | 46,327 |
| Staff NIC (Employers) | 4,172 | 4,306 |
| Staff pensions (Defined contribution) | 2,958 | 3,043 |
| Private health insurance | 1,120 | 1,347 |
| Staff bonuses | 4,659 | 3,885 |
| Motor expenses | <u>8,424</u> | <u>8,424</u> |
| | <u>68,764</u> | <u>67,332</u> |
| Establishment costs | | |
| Rent | (5,141) | (5,141) |
| Insurance | <u>(1,000)</u> | <u>(1,280)</u> |
| | <u>(6,141)</u> | <u>(6,421)</u> |
| General administrative expenses | | |
| Telephone and fax | (2,254) | (2,533) |
| Printing, postage and stationery | (1,516) | (1,485) |
| Sundry expenses | - | 1 |
| Travel and subsistence | (3,479) | (4,013) |
| Accountancy fees | (18,920) | (17,636) |
| Auditor's remuneration - The audit of the company's annual accounts | <u>(3,500)</u> | <u>(2,800)</u> |
| | <u>(29,669)</u> | <u>(28,466)</u> |
| Finance charges | | |
| Bank charges | <u>(443)</u> | <u>85</u> |