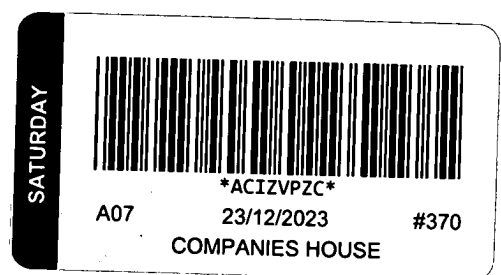


David Brown Santasalo UK (Industrial) Limited
formerly David Brown UK Holdings Limited
Report and Financial Statements

31 December 2022



David Brown Santasalo UK (Industrial) Limited
formerly David Brown UK Holdings Limited

Registered No: 06677806

Directors

D Armitt
S Macintosh (appointed 29 November 2023)
K Norman (appointed 29 November 2023)

Secretary

K Tulley

Registered Office

Park Road
Lockwood
Huddersfield
HD4 5DD

David Brown Santasalo UK (Industrial) Limited
formerly David Brown UK Holdings Limited

Registered No: 06677806

Directors' report

This report has been prepared in accordance with the small companies exemption from preparing a strategic report. The directors present their report and financial statements for the year ended 31 December 2022.

The Company changed its name from David Brown UK Holdings Limited to David Brown Santasalo UK (Industrial) Limited (the "Company") on 30 November 2023.

Results and dividends

The Company did not trade during the year, or in the prior year and continues to be dormant at the date of signing these accounts.

Directors

The directors who served the Company during the year was as follows:

D Armitt
S Macintosh (appointed 29 November 2023)
K Norman (appointed 29 November 2023)

Post balance sheet event

In Q4 2023, the David Brown Santasalo Group announced a restructuring plan. Under this plan, the Company changed its name from David Brown UK Holdings Limited to David Brown Santasalo UK (Industrial) Limited on 30 November 2023 and has agreed to acquire the trade and assets of the Industrial business from fellow Group subsidiary; David Brown Santasalo UK Limited, for a consideration in the region of £14m. This transaction is expected to complete on 31 December 2023.

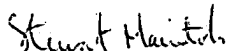
Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being 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/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditors

Under the provisions of Section 480 of the Companies Act 2006, a special resolution has been passed to dispense with the requirements relating to the appointment of auditors. The members have not required the Company to obtain and audit in accordance with section 476 of the Companies Act 2006.

On behalf of the Board



S Macintosh
Director

22 December 2023

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director 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). The financial statements are required by law to 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 those 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. He is 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.

Income statement

for the year ended 31 December 2022

	Note	2022 £	2021 £
Operating loss		-	-
Interest payable and similar charges		-	-
Loss on ordinary activities before taxation		-	-
Tax on loss on ordinary activities	3	-	-
Loss retained for the financial year		-	-

Notes to the financial statements

at 31 December 2022

	Note	2022 £	2021 £
Fixed assets			
Investments	2	-	-
Total assets		-	-
Net assets		-	-
Capital and reserves			
Called up share capital		1	1
Profit and loss reserve	5	(1)	(1)
Total shareholder's funds		-	-

The accompanying notes form an integral part of these financial statements.

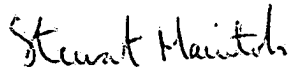
For the year ended 31 December 2021 the Company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The members have not required the Company to obtain and audit in accordance with section 476 of the Companies Act 2006.

The director acknowledges his responsibility for:

- i) ensuring the Company keeps accounting records which comply with section 386; and
- ii) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit or loss for the financial period, in accordance with section 393, and what otherwise comply with the requirements of the Companies Act relating to accounts, so far as is applicable to the Company.

Approved by the Board and authorised for issue.



S Macintosh
Director
22 December 2023

Notes to the financial statements

at 31 December 2022

1. Accounting policies

Basis of preparation

The financial statements are prepared under the historical cost convention, and in accordance with applicable accounting standards.

The Company has availed itself of the exemption conferred by Section 400 of the Companies Act 2006, whereby group financial statements need not be prepared as the Company is a wholly owned subsidiary undertaking of DB Fusion S.a r.l. which prepares group financial statements.

The financial statements have been prepared on the going concern basis.

Cash flow statement

The directors have taken advantage of the exemption in FRS 101 from including a cash flow statement in the financial statements on the grounds that the Company is wholly owned and its ultimate parent publishes consolidated financial statements.

Investments

Fixed asset investments are shown at cost less any provision for impairment.

Related parties transactions

The Company has taken advantage of the exemption granted by FRS 101 as a subsidiary undertaking whose voting rights are controlled within the group, from disclosing transactions with other group companies.

2. Investments

*Shares in subsidiary
undertakings*
£

Cost and net book value

At 31 December 2021 and at 31 December 2022

-

3. Taxation on ordinary activities

(a) Tax on profit on ordinary activities

The tax charge is made up as follows:

	2021 £'000	2021 £'000
Current tax	-	-
Prior period adjustment	-	-
Total current tax	-	-

Notes to the financial statements (continued)

at 31 December 2022

3. Taxation on ordinary activities (continued)

(b) Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 19% (2021: 19%). The differences are reconciled below:

	2022 £'000	2021 £'000
Loss on ordinary activities before taxation		-
Loss on ordinary activities multiplied by UK corporation tax rate of 19% (2020: 19%)		-
Effect of:		
Release of intercompany payables		-
Loss on disposal of investment		-
Total current tax (note 3(a))	-	-

(c) Factors that may affect future tax charges

There is no provision for deferred taxation.

The UK Budget 2021 announcements on 3 March 2021 included measures to support economic recovery as a result of the ongoing COVID-19 pandemic. These included an increase to the UK's main corporation tax rate to 25%, which is due to be effective from 1 April 2023. The Finance Bill 2021 was substantively enacted on 24 May 2021 and given Royal Assent on 10 June 2021. Deferred taxes on the balance sheet have been measured at 25% which represents the future corporation tax rate that was enacted at the balance sheet date.

4. Share capital

	No.	2022 £	No.	2021 £
<i>Allotted, called up and fully paid</i>				
Ordinary shares of £1 each			1	

5. Reconciliation of movements in shareholder's funds.

	Share Capital £	Profit and loss account £	Total shareholders' funds £
At 1 January 2022 and 31 December 2022	1	(1)	

Notes to the financial statements (continued)

at 31 December 2022

6. Post balance sheet event

In Q4 2023, the David Brown Santasalo Group announced a restructuring plan. Under this plan, the Company changed its name from David Brown UK Holdings Limited to David Brown Santasalo UK (Industrial) Limited on 30 November 2023 and has agreed to acquire the trade and assets of the Industrial business from fellow Group subsidiary; David Brown Santasalo UK Limited, for a consideration in the region of £14m. This transaction is expected to complete on 31 December 2023.

7. Ultimate parent company

The Company's immediate parent undertaking is David Brown Group Limited, a company incorporated in the United Kingdom.

The Company's intermediate parent undertaking in which David Brown Santasalo UK (Industrial) Limited's results are consolidated is DB Fusion S.à r.l., a company registered in Luxembourg. Copies of the financial statements can be obtained from 8-10 Avenue de la Gare, Luxembourg.

As of 7 March 2023, the ultimate parent entity is Stellex Capital Partners II LP.