Company Registration No. 08365465 (England and Wales)

## BERGSTROM HOLDINGS (EUROPE) LIMITED

### REPORT AND FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 DECEMBER 2017

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### **COMPANY INFORMATION**

**Directors** 

D Rydell

A Potter J Shaffer D Giovannetti

Company number

08365465

Registered office

41 Sycamore Close Dyffryn Business Park Ystrad Mynach Mid Glamorgan

Wales CF82 7RJ

Auditor

RSM UK Audit LLP Chartered Accountants Hartwell House 55-61 Victoria Street

Bristol BS1 6AD

#### STRATEGIC REPORT

#### FOR THE PERIOD ENDED 30 DECEMBER 2017

The directors present the strategic report for the period ended 30 December 2017.

#### Review of the business

Trading was in line with expectations. Group turnover for the period was £21,298,768 (2016 - £18,428,534) and the net cash inflow from operating activities was £1,746,041 (2016 - £1,488,282). The group ended the year with cash of £710,695 (2016 - £810,821). The improved trading performance reflects increased activity within the company's subsidiary and improved operating efficiencies within the holding company.

The accounts include exceptional charges of £247,474 (2016 - £362,554) related to a litigation outcome that occurred in mid-2017. Further details are given in note 20.

Key performance indicators	Target	2017	2016	2015
Annualised sales growth	10%	16%	60%	29%
Gross margin	20%	21%	21%	17%
Net profit	10%	10%	9%	1%
Working capital	10%	9%	10%	14%

Annualised sales growth is measured as the annual increase in revenue as a % of revenue from the prior year. Gross margin is measured as gross profit as a % of turnover. Net margin is measured as net profit (being profit before tax and exceptional items) as a % of turnover. Working capital is measured as accounts receivable plus inventorles less accounts payable, as a % of turnover.

#### Matters of strategic importance

The principal risks and uncertainties facing the group currently revolve around the future order book prospects, and the ability to balance income with expenditure. As such, all major manufacturers are forecasting a flat or modest upturn in 2018. We are in the middle stages of a prolonged recovery worldwide and there are still significant pressures on currency and commodities. Any order level stabilisation will be challenged by price inhibitors resulting in strained financial performance of the business.

On behalf of the board

A Potter
Director
Sept 26, 248

#### **DIRECTORS' REPORT**

#### FOR THE PERIOD ENDED 30 DECEMBER 2017

The directors present their annual report and financial statements for the period ended 30 December 2017.

#### Principal activities

The principal activity of the group during the period was the manufacture of parts and accessories for motor vehicles. The principal activity of the company was that of a holding company.

#### Directors

The directors who held office during the period and up to the date of signature of the financial statements were as follows:

D Rydell

A Potter

J Shaffer

D Giovannetti

#### Results and dividends

The results for the period are set out on page 7. No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

#### **Future developments**

There are no plans to change the nature of the group's activities in the foreseeable future. Matters of relevance to future trading are noted in the Strategic Report.

#### Financial risk management objectives and policles

The group's operations expose it to a variety of financial risks including the effects of changes in interest rates on debt, foreign currency exchange rates and credit risk. The group's principal financial instruments comprise cash and bank deposits and group loans together with trade debtors and trade creditors that arise directly from its operations. The main risks arising from the group's financial instruments can be analysed as follows:

#### Foreign currency risk

The group is exposed in its trading operations to the risk of changes in foreign currency exchange rates since it both buys and sells goods in foreign currencies. The reporting of the group's results and financial position is also affected by changes in exchange rates because the functional currency of the group is the euro but the presentational currency is sterling.

#### Credit risk

The group's credit risk is primarily attributable to its trade debtors. Credit risk is managed by monitoring the aggregate amount and duration of exposure to any one customer depending upon their credit rating. The amounts presented in the balance sheet are net of allowances for doubtful debts, estimated by the group's management based on prior experience and their assessment of the current economic environment.

#### Cash flow interest rate risk

Interest-bearing assets comprise cash and bank deposits, all of which earn interest at a fixed rate. The interest rate on any group loans is at market rate.

#### Directors' insurance

The group maintains professional indemnity insurance covering directors, officers and senior managerial staff.

#### Research and development

The group undertakes research and development. Costs of £612,717 (2016 - £547,388) were expensed to profit or loss during the period.

## **DIRECTORS' REPORT (CONTINUED)** FOR THE PERIOD ENDED 30 DECEMBER 2017

#### **Auditor**

RSM UK Audit LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

#### Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, each director has taken all the necessary steps that they ought to have taken as a director in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board

A Potter
Director

Date: Sept & 2018

## DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE PERIOD ENDED 30 DECEMBER 2017

The directors are responsible for preparing the Strategic Report and the 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 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 group and company, and of the profit or loss of the group 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that
  the group and company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BERGSTROM HOLDINGS (EUROPE) LIMITED

#### **Opinion**

We have audited the financial statements of Bergstrom Holdings (Europe) Limited (the 'parent company') and its subsidiaries (the 'group') for the period ended 30 December 2017 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Company Statements of Financial Position, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows 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 "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 group's and the parent company's affairs as at 30 December 2017 and of the group's profit 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 group and parent 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 group's or the parent 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 auditor's 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.

#### Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the strategic report and the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BERGSTROM HOLDINGS (EUROPE) LIMITED (CONTINUED)

#### Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report and 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- · the parent company 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 4, 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 group's and the parent 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 group or the parent 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: http://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 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.

Thomas Morgan (Senior Statutory Auditor)

RIMUR HULLA

For and on behalf of RSM UK Audit LLP, Statutory Auditor

Chartered Accountants Hartwell House

55-61 Victoria Street Bristol

BS1 6AD 18

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## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 30 DECEMBER 2017

		Period from 1 Jan 2017	Period from 3 Jan 2016
		to 30 Dec	to 31 Dec
		2017	2016
	Notes	£	£
Turnover	3	21,298,768	18,428,534
Cost of sales		(16,812,940)	(14,623,603)
Gross profit		4,485,828	3,804,931
Administrative expenses		(2,324,851)	(1,995,643)
Exceptional item	20	(247,474)	(362,554)
Operating profit	5	1,913,503	1,446,734
Interest payable to group undertakings	. 7	(62,824)	(89,340)
Profit before taxation		1,850,679	1,357,394
Tax on profit	8	(370,740)	(176,216)
Profit for the financial period		1,479,939	1,181,178
Other comprehensive income net of taxas	tion		•
Currency translation differences		16,962	(102,971)
Total comprehensive income for the period	od	1,496,901	1,078,207
		<del></del>	

Profit for the financial year and total comprehensive income for the year is all attributable to owners of the parent company.

## STATEMENTS OF FINANCIAL POSITION AS AT 30 DECEMBER 2017

		Group 30 December 2017	31 December 2016	Company 30 December 2017	31 December 2016
	Notes	£	£	£	£
Fixed assets	•				
Negative goodwill	9	•	-		· -
Intangible assets	9	3,679	37,442	•	-
Tangible assets	10	692,793	796,973		-
Investments	11	•	•	1,252,191	1,252,191
·		696,472	834,415	1,252,191	1,252,191
Current assets					
Stocks	12	2,405,022	2,658,679	<b>S</b>	_
Debtors	13	2,379,089	1,750,631	743,102	2,424,437
Cash at bank and in hand		710,695	810,821	48,855	49,175
		5,494,806	5,220,131	791,957	2,473,612
Creditors: amounts falling due within one year	14	(2,749,845)	(2,506,296)	(217,928)	215,335
Net current assets		2,744,961	2,713,835	574,029	2,258,277
Total assets less current liabilities		3,441,433	3,548,250	1,826,220	3,510,468
Creditors: amounts falling due after more than one year	15	(1,954,359)	(3,580,318)	(1,954,359)	(3,580,318)
Provisions for liabilities	<b>17</b> .	(76,549)	(54,308)	· <del>-</del>	:-
Net assets/(liabilities)		1,410,525	(86,376)	(128,139)	(69,850)
Capital and reserves					
Called up share capital	18	1,000	1,000	1,000	1,000
Profit and loss reserves	19	1,409,525	(87,376)	(129,139)	(70,850)
Equity attributable to owners of the parent company		1,410,525	(86,376)	(128,139)	(69,850)

As permitted by s408 CA2006, the company has not presented its own statement of comprehensive income and related notes. The company's loss for the period was £2,594 (2016 - £18,241 loss).

The financial statements were approved by the board of directors and authorised for issue on 26 Sept 2018 and are signed on its behalf by:

A Potter Director

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 30 DECEMBER 2017

	Share capital	Profit and loss reserves	Total
	£	£	£
Balance at 3 January 2016	1,000	(1,165,583)	(1,164,583)
Period ended 31 December 2016:			
Profit for the period	-	1,181,178	1,181,178
Other comprehensive income net of taxation:	•		
Currency translation differences on overseas subsidiaries		(102,971)	(102,971)
Total comprehensive income for the period		1,078,207	1,078,207
Balance at 31 December 2016	1,000	(87,376)	(86,376)
Period ended 30 December 2017:			
Profit for the period		1,479,939	1,479,939
Other comprehensive income net of taxation:			
Currency translation differences on overseas subsidiaries	-	16, <del>9</del> 62	16,962
Total comprehensive income for the period	•	1,496,901	1,496,901
Balance at 30 December 2017	1,000	1,409,525	1,410,525
			====

# COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 30 DECEMBER 2017

	Share capital	Profit and loss reserves	Total
	£	£	£
Balance at 3 January 2016	1,000	123,793	124,793
Period ended 31 December 2016:	•	<del></del>	
Loss for the period	-	(18,241)	(18,241)
Other comprehensive income net of taxation:			
Currency translation differences		(176,402)	(178,402)
Total comprehensive income for the period	·	(194,643)	(194,643)
Balance at 31 December 2016	1,000	(70,850)	(69,850)
Period ended 30 December 2017:		<u>-</u> _	
Loss for the period		(2,594)	(2,594)
Other comprehensive income net of taxation:			
Currency translation differences		(55,695)	(55,695)
Total comprehensive income for the period		(58,289)	(58,289)
Balance at 30 December 2017	1,000	(129,139)	(128,139)

# CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 30 DECEMBER 2017

		,	Period from 1 Jan 2017 to 30 Dec 2017		Period from 3 Jan 2016 to 31 Dec 2016
	Notes	£	£	£	£
Cash flows from operating activities					
Cash generated from operations	22		2,247,138		1,883,232
Interest paid			(62,824)		(89,340)
Income taxes paid			(438,273)		(305,610)
Net cash inflow from operating activiti	es		1,746,041		1,488,282
Investing activities					
Purchase of tangible fixed assets		(194,934)		(378,871)	
Proceeds on disposal of tangible fixed					
assets				147,945	
Net cash used in investing activities			(194,934)		(230,926)
Financing activities					
Repayment of borrowings		(1,683,525)		(1,347,489)	
Net cash used in financing activities			(1,683,525)		(1,347,489)
Net decrease in cash and cash equival	ients		(132,418)		(90,133)
Cash and cash equivalents at beginning	of period		810,821		782,964
Effect of foreign exchange rates			32,292		117,990
Cash and cash equivalents at end of p	eriod		710,695		810,821
	•				

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 DECEMBER 2017

#### 1 Accounting policies

#### Company information

Bergstrom Holdings (Europe) Limited is a private company limited by shares incorporated in England and Wales. The registered office is 41 Sycamore Close, Dyffryn Business Park, Ystrad Mynach, Mid Glamorgan, Wales, CF82 7RJ.

The group consists of Bergstrom Holdings (Europe) Limited and all of its subsidiaries. The company's and the group's principal activities and nature of its operations are disclosed in the Directors' Report.

#### **Accounting convention**

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling. Monetary amounts in these financial statements are rounded to the nearest £. The functional currency of the group is the euro, which is the functional currency of the subsidiary through which it carries out its trade. The presentation currency is sterling because this is normal practice for companies incorporated in the United Kingdom. The basis on which amounts are translated into sterling is detailed below under the foreign exchange accounting policy.

As permitted under Section 390 of the Companies Act 2006, the financial statements each year are drawn up to a date not more than seven days before or after the company's accounting reference date of 31 December, reflecting the calendar periods used by management to monitor and control the business. The respective period lengths are indicated in the column headings on the statement of comprehensive income.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

#### Reduced disclosures

For the purposes of its individual financial statements, the company is a qualifying entity under the FRS 102 Reduced Disclosure Framework and has taken advantage of the exemption from the following disclosure requirement:

- Section 7 'Statement of Cash Flows' Presentation of a Statement of Cash Flow and related notes and disclosures.
- · Section 33 ' Related Party Disclosures' Compensation for key management personnel.

#### Basis of consolidation

The consolidated statement of comprehensive Income and consolidated statement of financial position include the financial statements of the company and its subsidiary undertaking made up to the reporting date. The results of subsidiaries sold or acquired are included in profit or loss up to or from the date control passes. All subsidiaries are accounted for using the purchase method. All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation.

#### Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the group and company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

#### Turnover

Turnover represents the value, net of value added tax, of goods and services supplied to customers during the year. Turnover is recognised on despatch of the goods or provision of the services.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 DECEMBER 2017

#### 1 Accounting policies (Continued)

#### Intangible fixed assets - goodwill

Goodwill is the difference between the fair value of consideration paid for an acquired entity and the aggregate of the fair value of that entity's identifiable assets and liabilities.

Negative goodwill arises when the fair value of the consideration for an acquired undertaking, or acquired trade and assets, is less than the fair value of the separable net assets. The amount up to the fair values of the non-monetary assets acquired is credited to profit or loss in the period in which those non-monetary assets are recovered through depreciation or sale. Negative goodwill in excess of the fair values of the non-monetary assets acquired is credited to profit or loss in the periods expected to benefit.

#### Intangible fixed assets other than goodwill

Other intangible assets are initially recorded at cost.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Technical certification costs

- Over 5-6 years on a straight line basis

#### Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

Short leasehold improvements

- 4% to 10% straight line basis

Plant and machinery

- 10% to 33% straight line basis

Office equipment

- 10% to 33% straight line basis

Assets in the course of construction are not depreciated. Depreciation commences when the assets are ready for their intended use.

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

#### Fixed asset investments

In the separate accounts of the company, interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

#### Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 DECEMBER 2017

#### 1 Accounting policies (Continued)

#### Stocks

Stocks are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

Net realisable value is the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

#### Cash and cash equivalents

Cash and cash equivalents are basic financial instruments and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

#### Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all its financial instruments. Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument. Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

#### **Basic financial assets**

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

#### **Basic financial liabilities**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities are derecognised when, and only when, the company's contractual obligations are discharged, cancelled, or they expire.

#### **Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities. Equity instruments issued by the company are recorded at the proceeds received, net of direct Issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

#### Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income or equity.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 DECEMBER 2017

#### 1 Accounting policies (Continued)

The tax expense represents the sum of the current tax expense and deferred tax expense. Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income or equity.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date. Deferred tax is not discounted.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset if, and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

#### **Provisions**

Provision is made for liabilities arising in respect of expected warranty claims on warranties provided in conjunction with the sale of goods and services.

Provisions are recognised when the group has a legal or constructive present obligation as a result of a past event, it is probable that the group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation.

#### **Employee** benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets. The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received. Termination benefits are recognised immediately as an expense when the group is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 DECEMBER 2017

#### Accounting policies (Continued)

#### Foreign exchange

Transactions in currencies other than the functional currency (foreign currency) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date or the transaction, or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

Assets and liabilities of overseas subsidiaries and of the parent company (functional currency to presentational currency) are translated at the rate ruling at the reporting date. Results of overseas subsidiaries and of the parent company (functional currency to presentational currency) are translated at the average rate for the period. Exchange differences arising are dealt with through other comprehensive income.

#### Research and development

Research expenditure is written off against profits in the year in which it is incurred. Identifiable development expenditure is capitalised to the extent that the technical, commercial and financial feasibility can be demonstrated.

#### 2 Judgements and key sources of estimation uncertainty

In the application of the group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 DECEMBER 2017

#### 2 Judgements and key sources of estimation uncertainty (Continued)

#### Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

#### Useful economic lives of tangible assets

The annual depreciation charge is sensitive to any changes in the estimated useful life and residual values of tangible assets. The useful economic lives and residual value is assessed on an annual basis and are amended only when evidence shows a change in the estimated economic lives or residual life. Criteria used to assess the economic life and residual value includes technological advancement, economic utilisation, physical condition of the asset and future investments.

#### impairment of stocks

The company's products are subject to changing market demand. It is therefore necessary to consider on a periodic basis the recoverability of the cost of stocks and the associated impairment. Management calculates impairments by considering the nature and condition of the stocks and applies assumptions around anticipated saleability of finished goods and future usage or raw materials, overheads and labour.

#### impairment of debtors

On a periodic basis management makes an estimation of the recoverability of debtors. Management makes such estimations based on the credit rating of debtors, the ageing profile, and historical experience.

#### Warranty provisions

Amounts provided in respect of warranty provisions reflect management's best estimate of expected future cash outflows relating to items on which the warranty period has not expired by the year end. The estimate is based on past experience and costs incurred during the year which are monitored on a regular basis.

#### 3 Turnover and other revenue

An analysis of the group's turnover is as follows:

	Period from 1 Jan 2017 to 30 Dec 2017 £	Period from 3 Jan 2016 to 31 Dec 2016 £
Turnover analysed by class of business	ν.	
Manufacture of parts and accessories for motor vehicles	21,298,768	18,428,534
	Period from	Period from
	1 Jan 2017	3 Jan 2016
	to 30 Dec	to 31 Dec
	2017	2016
	3	£
Turnover analysed by geographical market		
Europe	21,298,768	18,428,534
	<del></del>	

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 DECEMBER 2017

#### 4 Employees

The average monthly number of persons (including directors) employed by the group during the period was:

was:				
•	Group		Company	
	Period from	Period from	Period from	Period from
	1 Jan 2017	3 Jan 2016	1 Jan 2017	3 Jan 2016
	to 30 Dec	to 31 Dec	to 30 Dec	to 31 Dec
	2017	2016	2017	2016
·	Number	Number	Number	Number
Production staff	63	56	-	-
Distribution staff	8	7	•	-
Administrative staff	29	27	•	-
	100	90	_	
	=		<u> </u>	
Their aggregate remuneration comprised:				
	Group		Company	
	Period from	Period from	Period from	Period from
	1 Jan 2017	3 Jan 2016	1 Jan 2017	3 Jan 2016
	to 30 Dec	to 31 Dec	to 30 Dec	to 31 Dec
	2017	2016	2017	2016
	£	£	£	£
Wages and salaries	2,584,962	2,138,132	-	-
Social security costs	732,877	568,737	-	
	3,317,839	2,706,869	•	•
	=			<del></del>

The key management personnel (comprising the directors of the company and other senior management in the worldwide group) receive no specific remuneration in relation to their services for this group.

#### 5 Operating profit

	Period from 1 Jan 2017	Period from 3 Jan 2016
	to 30 Dec	to 31 Dec
· ·	2017	2016
	£	£
Operating profit for the period is stated after charging/(crediting):		
Exchange (gains)/losses	(29,100)	18,524
Research and development costs	612,717	547,388
Depreciation of owned tangible fixed assets	335,380	370,861
Amortisation of other intangible assets	35,339	33,911
Amortisation of negative goodwill	-	(96,441).
Cost of stocks recognised as an expense	14,887,591	13,024,163
Operating lease charges	271,966	243,647

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 DECEMBER 2017

6	Auditor's remuneration		
		Period from 1 Jan 2017	Period from 3 Jan 2016
		to 30 Dec	to 31 Dec
		2017	2016
	Fees payable to the company's auditor and its associates:	£	£
	For audit services		
	Audit of the financial statements of the group and company	7,250	7,000
	Audit of the financial statements of the	40.740	40.075
	company's subsidiaries	19,713	18,375
		26,963	25,375
7	Interest payable and similar expenses		
		Period from	Period from
		1 Jan 2017	3 Jan 2016
		to 30 Dec	to 31 Dec
	·	2017 €	2016 £
	Interest on financial liabilities measured at amortised cost:	Ł	T.
	Interest payable to group undertakings	62,824	89,340
_			
8	Taxation	Period from	Period from
		1 Dec 2017	3 Jan 2016
		to 30 Dec	to 31 Dec
		2017	2016
		£ .	£
	Current tax	270 740	470 040
,	Foreign current tax on profits for the current period	370,740	176,216

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 DECEMBER 2017

#### 8 Taxation (Continued)

The total tax charge for the period included in the income statement can be reconciled to the profit before tax multiplied by the standard rate of tax as follows:

	Period from 1 Dec 2017 to 30 Dec 2017 £	Period from 3 Jan 2016 to 31 Dec 2016 £
Profit before taxation	1,850,679	1,357,394
Expected tax charge based on the standard rate of corporation tax in the UK	356,256	274 470
of 19.25% (2016: 20.00%)  Tax effect of expenses that are not deductible in determining taxable profit	356,256	271,479 72.511
Tax effect of utilisation of tax losses not previously recognised	-	(152,134)
Effect of overseas tax rates	13,985	-
Sundry tax adjusting items	499	(15,640)
Taxation charge for the period	370,740	176,216

#### Factors that may affect future tax charges

Under legislation substantively enacted on 26 October 2015, the main rate of corporation tax will be reduced to 17% from 1 April 2020 in the UK.

#### 9 Intangible fixed assets

Group	Negative goodwill	Technical certification costs	Total
	£	£	£
Cost			
At 1 January 2017	(577,770)	169,556	(408,214)
Exchange adjustments	•	7,138	7,138
At 30 December 2017	(577,770)	176,694	(401.076)
Amortisation and Impairment			
At 1 January 2017	(577,770)	132,114	(445,656)
Amortisation charged for the period	-	35,339	35,339
Exchange adjustments	-	5,562	5,562
At 30 December 2017	(577,770)	173,015	(404,755)
Carrying amount		<del>.</del>	
At 30 December 2017	-	3,679	3,679
At 31 December 2016	•	37,442	37,442
		<del></del>	=

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 DECEMBER 2017

#### 9 Intangible fixed assets (Continued)

The company had no intangible fixed assets at 30 December 2017 or 31 December 2016.

Negative goodwill arose on the acquisition of the trade and assets of Dirna, S.A. by the group's subsidiary, Dima Bergstrom, S.L.U. in February 2013.

In the Statement of Comprehensive Income, amortisation charged in the period is included wholly within administrative expenses.

#### 10 Tangible fixed assets

Group	Short leasehold improvements	Assets Under Construction	Plant and machinery	Office equipment	Total
	£	£	£	£	£
Cost					
At 1 January 2017	539,339	-	1,861,565	147,920	2,548,824
Additions	-	34,914	106,326	56,408	197,648
Exchange adjustments	22,706	-	78,371	6,227	107,304
At 30 December 2017	562,045	34,914	2,046,262	210,555	2,853,776
Depreciation and Impairment	-				
At 1 January 2017	401,595	-	1,300,838	49,418	1,751,851
Depreciation charged in the period	112,409	-	188,267	34,704	335,380
Exchange adjustments	16,907	•	54,765	2,080	73,752
At 30 December 2017	530,911	-	1,543,870	86,202	2,160,983
Carrying amount					
At 30 December 2017	31,134	34,914	502,392	124,353	692,793
At 31 December 2016	137,744	•	560,727	98,502	796,973

The company had no tangible fixed assets at 30 December 2017 or 31 December 2016.

#### 11 Fixed asset investments

	Group 30 December 2017 £	31 December 2016 £	Company 30 December 2017 £	31 December 2016 £
Investments in subsidiaries	-	-	1,252,191	1,252,191

Investments in subsidiaries reflect the company's interest in the entire ordinary issued share capital of Dima Bergstrom, S.L.U., a company incorporated in Spain. The principal activity of Dima Bergstrom, S.L.U. is the manufacture of parts and accessories for motor vehicles. The address of the registered office of Dima Bergstrom, S.L.U. is Francisco Alonso, 6, E - 28806 Alcalá de Henares, Madrid, Spain.

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 DECEMBER 2017

	•				
11	Fixed asset investments (Continued)				
	Movements in fixed asset investments				
	Company				Shares in
	•				group
					undertakings
					£
	Cost or valuation				
	At 1 January 2017 and 30 December 2017				1,252,191
					<del></del>
	Carrying amount				
	At 30 December 2017				1,252,191
					<del></del>
	At 31 December 2016			•	1,252,191
	·				=
12	Stocks				
		Group		Company	
		30 December	31 December	30 December	31 December
		2017	2016	2017	2016
		£	£	£	£
	Raw materials and consumables	2,405,022	2,658,679	-	-
		=			
					-
13	Debtors			•.	
		Group		Company	
		30 December	31 December	30 December	31 December
		2017	2016	2017	2016
	Amounts falling due within one year:	£	£	£	e E
	Trade debtors	1,622,443	1,313,763	-	-
	Corporation tax recoverable	209,229	135,069	· -	*** <b>-</b>
	Amounts owed by group undertakings	9,600	•	118,596	120,246
	Other debtors	296,098	214,498	- 2	-,
	Prepayments and accrued income	241,719	50,858	•	
					4.000
		2,379,089	1,750,631	118,596	120,246
				***************************************	
	Amounts failing due after more than one y	ear:			
	Amounts owed by group undertakings	-	-	624,506	2,304,191
	Total debtors	2,379,089	1,750,631	743,102	2,424,437
			<del></del>		

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 DECEMBER 2017

4.4	Conditors		Sallina.	4	within one week	
14	Creditors:	amounts	ralling	aue	within one year	

	Group 30 December 2017 £	31 December 2016	Company 30 December 2017 £	31 December 2016 £
Trade creditors	2,159,519	1,728,553	-	_
Amounts due to group undertakings	353,536	402,770	207,268	215,335
Accruals and deferred income	236,790	374,973	10,660	
	2,749,845	2,506,296	217,928	215,335

### 15 Creditors: amounts falling due after more than one year

	Group 30 December 2017 £	31 December 2016 £	Company 30 December 2017 £	31 December 2016 £
Amounts owed to group undertakings	1,954,359	3,580,318	1,954,359	3,580,318

Amounts owed to group undertakings due after more than one year reflect finance provided by the parent company to finance the acquisition of the trade and assets of Dima, S.A. The loan bears interest at 2% above LIBOR. It is repayable, subject to the company's cash availability, from 7 February 2014 onwards and is fully repayable within five years of this date.

#### 16 Financial instruments

`	Group		Company	
	30 December	31 December	30 December	31 December
	2017	2016	2017	2016
	£	£	£	£
Carrying amount of financial assets			•	·
Debt instruments measured at amortised cost	1,928,141	1,564,704	743,102	2,424,437
Carrying amount of financial liabilities				
Measured at amortised cost	4,704,204	6,086,614	2,172,287	3,795,653
	=====			

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 DECEMBER 2017

17	Provisions for liabilities				
	•	Group		Company	
		30 December	31 December	30 December	31 December
		2017	2016	2017	2016
		£	£	£	£
	Warranty provision	76,549	54,308		
	Movements on provisions:				
					Warranty provision
	Group				£
	At 1 January 2017				54,308
	Additional provisions in the year				. 19,954
	Exchange difference				2,287
	At 30 December 2017				76,549

The warranty provision is recognised for expected warranty claims on products sold during the last two years. It is expected that most of these costs will be incurred in the next financial year and all will have been incurred within two years of the balance sheet date.

#### 18 Share capital

		Group and company	
		2017	2016
Ordinary share capital Issued and fully paid		£	£
1,000 Ordinary shares of £1 each		1,000	1,000
	=		

The company has one class of ordinary shares. The shares carry no right to fixed income. Each carries the right to one vote at general meetings of the company.

### 19 Reserves

#### Profit and loss reserves

Profit and loss reserves reflect cumulative profits and losses net of distributions to owners.

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 DECEMBER 2017

#### 20 Financial commitments, guarantees and contingent liabilities

The group's subsidiary, Dima Bergstrom, S.L.U., acquired the trade and assets of Dima, S.A. in February 2013. The amount payable under the agreement was subject to adjustment by the amount that the assets acquired were greater or less than those assets as shown in the financial statements of Dima, S.A. as at 30 September 2012, using the same accounting policies at both dates to value the assets and liabilities acquired.

Dirna Bergstrom, S.L.U. paid €5,200,000 when the agreement was signed but believed that the adjusted purchase price should be €4,840,000. This lower figure was used as the cost of acquisition and the amount that has been overpaid of €360,000 had been included in receivables and accrued income. The valuation of the assets and liabilities at 8 February 2013 was disputed by the vendors, Dirna, S.A., who claim that the amount payable under the agreement should have been approximately €5,548,000.

The matter is subject to litigation. Whilst the directors were confident that the matter would be decided in their favour, the ultimate outcome previously could not be determined and no provision against the amount due from the vendors of €360,000 nor for any liability of the difference of €708,000 between the lower figure and the amount wanted by the vendor had been included in these financial statements.

During the current year, the case was heard. The conclusion resulted in the overpayment claimed by Dima Bergstrom, S.L.U. being denied and the courts determining Dima Bergstrom, S.L.U owed the vendors an additional €70,798. Based on this conclusion, in the financial statements for the period ended 31 December 2016 the previous debtor for accrued income was derecognised and a creditor of £60,352 was provided. After adjusting for sundry related accruals, the net charge of £362,554 was taken to profit or loss for the period ended 31 December 2016 (on the grounds that the majority of the original negative goodwill had previously been amortised to profit or loss) and was disclosed as an exceptional charge. The remaining negative goodwill relating to the purchase was written off.

Subsequent to the court ruling, both parties appealed the decision and the vendor claimed an additional €277,000. In relation to this matter, a charge of £247,474 has been taken to profit or loss for the current period and is disclosed as an exceptional charge with a provision held in accruals and deferred income. The appeal is pending.

#### 21 Operating lease commitments

Operating lease commitments reflect rentals payable by the group for leased property and other equipment rented by the group's subsidiary, Dirna Bergstrom, S.L.U. At the reporting end date the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group 30 December 2017 £	31 December 2016	Company 30 December 2017 £	31 December 2016 £
Within one year	279,032	258,376	_	_
Between one and five years	839,959			i ee
	1,118,991	336,168	-	•
				<del></del>

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 30 DECEMBER 2017

22	Cash generated from group operations		
		Period from	Period from
		1 Jan 2017	3 Jan 2016
		to 30 Dec	to 31 Dec
		2017	2016
		£	£
	Profit for the period after tax	1,479,939	1,181,178
	Adjustments for:	•	
	Taxation charged	370,740	176,216
	Finance costs	62,824	89,340
	Amortisation of intangible assets	35,339	(62,530)
	Depreciation of tangible fixed assets	335,380	370,861
	Increase in provisions	19,680	23,405
	Movements in working capital:		
	Decrease/(increase) in stocks	360,568	(145,065)
	(Increase)/decrease in debtors	(561,605)	240,828
	Increase in creditors	144,273	8,999
	Cash generated from operations	2,247,138	1,883,232

#### 23 Ultimate parent company and controlling party

The directors regard Bergstrom Inc of 2390 Blackhawk Road, PO BOX 6007, Rockford, Illinois, 61125, a company registered in the United States of America, as the immediate and ultimate parent company. According to the register kept by the company, Bergstrom Inc has a 100% interest in the equity capital of Bergstrom Holdings (Europe) Limited at the reporting date. Bergstrom Inc heads the largest and smallest group in which the results of the company are consolidated. The financial statements of Bergstrom Inc are not publicly available. Bergstrom Inc is controlled by Mr D Rydell, who owns 100% of the issued share capital of that company.