

Angus Holdings Safety Group Limited
Revised Annual report and financial statements
For the year ended 31 December 2016

Registered Number: 08441921



Angus Holdings Safety Group Limited
Revised Annual report and financial statements
For the year ended 31 December 2016

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Angus Holdings Safety Group Limited

Directors and advisors for the year ended 31 December 2016

Directors

Christopher J. Thomas
Paul Williams
Lynda M. Guest
Charles Delle-Case

Secretary and registered office

Nicholas E. Brown
Angus Fire Limited
Station Road
High Bentham
Near Lancaster
LA2 7NA

Independent Auditors

Chartered Accountants and Statutory Auditors
PricewaterhouseCoopers LLP
101 Barbirolli Square
Lower Mosley Street
Manchester
M2 3PW

Solicitors

DLA Piper LLP
101 Barbirolli Square
Manchester
M2 3DL

Bankers

Lloyds Bank plc
King Street
Manchester
M2 4LQ

Allied Irish Bank

Hardman Street
Spinningfields
Manchester
M3 3PL

Angus Holdings Safety Group Limited

Revised Strategic Report for the year ended 31 December 2016

The Directors present their revised strategic report and audited financial statements of the Company for the year ended 31 December 2016.

Principal activities

The principal activities of the Company are the investment and financing of the trading companies. At 31 December 2016, the Company was a 100% subsidiary of Angus International Safety Group Limited. The Company's ultimate parent company is Angus International Safety Group Limited.

Review of business and future developments

During the year exceptional costs of £313,000 (2015 - £nil) were incurred as a result of the strategic alignment of the organisation and the re-focussing of the group's activities along with consultancy costs in respect of the re-structuring of the Angus group financing arrangements.

The Company's future will be to continue to provide the funding for the subsidiaries and to ensure compliance with the bank borrowing covenants.

Business risk

The Company's main business risk is connected to exchange rates as the investment in the foreign subsidiaries are US dollar based. The board will monitor this and will implement a hedging plan to offset this risk if appropriate. During the year net exchange gains on translation of foreign assets and liabilities of £2.3 million (2015 - £0.7 million gains) were credited to the profit and loss account.

Key performance indicators

The Company has made a loss for the financial year of £2.3 million (2015 £4.7 million). As the Company is an intermediary holding company, there are no other KPIs used to monitor the Company.

Results and dividends

The profit and loss account for the year is set out on page 7. No dividend has been proposed or declared for the year.

On behalf of the Board



L M Guest
Director

19 December 2017

Angus Holdings Safety Group Limited

Revised Directors' report for the year ended 31 December 2016

The directors present their revised report and the audited financial statements of the company for the year ended 31 December 2016.

Revised financial statements

These revised financial statements replace the original financial statements for the year ended 31 December 2016 that were signed by the directors on 20 June 2017. They are now the statutory financial statements of the company for the financial year. In accordance with the Companies Act 2006 ("the Act"), they have been prepared under the Companies (Revision of Defective Accounts and Reports) Regulations 2008 and accordingly do not take account of events which have taken place after the date on which the original directors report and financial statements were approved. The Regulations require that the revised financial statements show a true and fair view as if they were prepared and approved by the directors as at the date of the original financial statements. Where revised financial statements are issued, a revised auditors' report is issued and this is attached.

The original financial statements reflected a transfer of intangible assets from a group company, National Foam Inc. to the ownership of the Company. Subsequent to the approval of the original financial statements it transpired that this transfer had not been legally executed and hence the accounts were incorrectly prepared. As a result the impact of the transfer on the financial statements of the Company for the year ended 31 December 2016 have been reversed within the revised financial statements. The impact of this is discussed within note 21.

Directors

The directors of the company during the year and as the date of this report were:

C J Thomas
P Williams
C Delle-Case
L M Guest

Directors' indemnities

The parent company of Angus Holdings Safety Group Limited maintains Director and Officers' liability insurance on behalf of the company which is a qualifying third party indemnity provision. This has been in place for the financial year to 31 December 2016 and remains in force at the date of this report.

Review of business and future developments

As referred to on page 2 within the Strategic Report.

Employee involvement

Company policy requires that employees be kept up to date with the future of the company through a wide range of internal communications.

Equal opportunities and employment of disabled persons

Company policy is to find the best qualified person for each job and to make sure that training and promotion possibilities are open to all employees, regardless of sex, sexual orientation, disability, race, colour, religion, age, marital status, nationality or ethnic origin.

Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the company continues and the appropriate training is arranged. It is the policy of the company that the training, career development and promotion of a disabled person should, as far as possible be identical to that of a person who does not suffer from a disability.

Health and safety

Safe and healthy working conditions are necessary for employees and business. The company's policy is to follow best practice, whilst constantly looking for ways to improve.

Going concern

The directors believe that preparing the financial statements on a going concern basis is appropriate due to the continued financial support of the parent company, Angus International Safety Group Limited. The directors

Angus Holdings Safety Group Limited

Revised Directors' report for the year ended 31 December 2016 (continued)

have received confirmation that the parent company intends to continue its support for at least one year after these financial statements are signed.

Financial risk management objectives

The company's operations expose it to a variety of financial risks the most significant being:

Foreign exchange exposure

The company has a risk associated with changes in exchange rates and in particular the US Dollar. Movements in exchange rates naturally hedge each other as the company has both external debt and inter-company balances denominated in this currency. The Company reviews the net risk on a monthly basis and as appropriate will enter into forward sale and purchase contracts with the banks to mitigate these risks. No such contracts exist as at 31 December 2016.

Liquidity risk

Liquidity risk is managed centrally by the company's ultimate parent company to ensure that there are sufficient funds available for the company's operation.

Results and dividends

See reference within the Strategic Report (page 2).

Statement of Directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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.

The directors 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.

Disclosure of information to auditors

So far as each director is aware:

- there is no relevant audit information of which the company's auditors are unaware, and
- each director has taken the 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.

Angus Holdings Safety Group Limited

Revised Directors' report for the year ended 31 December 2016 (continued)

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office, and a resolution that they be reappointed will be proposed at the annual general meeting.

On behalf of the Board



L M Guest
Director
19 December 2017

Angus Holdings Safety Group Limited

Independent auditors' report to the members of Angus Holdings Safety Group Limited

Report on the revised financial statements

Our opinion on the revised financial statements

In our opinion, Angus Holdings Safety Group Limited's revised financial statements (the "revised financial statements"):

- give a true and fair view, seen as at the date the original financial statements were approved, of the state of the company's affairs as at 31 December 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice seen as at the date the original financial statements were approved; and
- have been prepared in accordance with the provisions of the Companies Act 2006 as they have effect under the Companies (Revision of Defective Accounts and Reports) Regulations 2008.

Emphasis of matter – revision of the financial statements for an accounting misstatement in respect of the transfer of intangibles to the company

In forming our opinion on the revised financial statements, which is not modified, we have considered the adequacy of the disclosures made in note 21 to these revised financial statements concerning the need for revision because of the required correction of a misstatement in the original financial statements. The original financial statements were approved on 20 June 2017. We have not performed a subsequent events review for the period from the date the original financial statements were approved to the date of this report.

What we have audited

Angus Holdings Safety Group Limited's revised financial statements comprise:

- the Balance sheet as at 31 December 2016;
- the profit and loss account and statement of comprehensive income for the year then ended;
- the Statement of changes in equity for the year then ended; and
- the notes to the revised financial statements, which include a summary of significant accounting policies and other explanatory information.

These revised financial statements replace the original financial statements approved by the directors on [20 June 2017].

The financial reporting framework that has been applied in the preparation of the revised financial statements is [United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and applicable law (United Kingdom Generally Accepted Accounting Practice). The revised financial statements have been prepared under the Companies (Revision of Defective Accounts and Reports) Regulations 2008 and accordingly do not take account of events which have taken place after the date on which the original financial statements were approved.

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Angus Holdings Safety Group Limited

Independent auditors' report to the members of Angus Holdings Safety Group Limited (continued)

Opinion on other matters prescribed by the Companies Act 2006

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

- the original financial statements for the year ended 31 December 2016 failed to comply with the requirements of the Companies Act 2006 in the respects identified by the directors in note 21 to these revised financial statements;
- 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 the Directors' Report have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' Report. We have nothing to report in this respect.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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 revised financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the revised financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of the Directors' Responsibilities, the directors are responsible for the preparation of the revised financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the revised financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with the Companies (Revision of Defective Accounts and Reports) Regulations 2008 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of revised financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the revised financial statements sufficient to give reasonable assurance that the revised financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the revised financial statements.

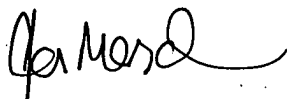
Angus Holdings Safety Group Limited

Independent auditors' report to the members of Angus Holdings Safety Group Limited (continued)

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the revised financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both. The audit of revised financial statements includes the performance of procedures to assess whether the revisions made by the directors are appropriate and have been properly made.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited revised financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report. With respect to the Strategic Report and Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.



Ian Marsden (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester
19 December 2017

Angus Holdings Safety Group Limited

Revised Profit and loss account for the year ended 31 December 2016

	Note	2016 £'000	2015 £'000 Restated
Administrative expenses		(2,576)	(1,594)
Operating loss before exceptional items		(2,263)	(1,594)
Exceptional items	3	(313)	-
Operating loss	2	(2,576)	(1,594)
Interest receivable and similar income	6	3,828	1,962
Interest payable and similar expenses	7	(3,597)	(5,038)
Net interest expense		231	(3,076)
Loss on ordinary activities before taxation		(2,345)	(4,670)
Tax on loss	8	7	-
Loss for the financial year		(2,338)	(4,670)

The prior year interest receivable and similar income has been restated from £nil to £692k. There was no impact on the overall loss for the financial year (Note 2).

Angus Holdings Safety Group Limited

Revised Statement of comprehensive income for the year ended 31 December 2016

	2016 £'000	2015 £'000
Loss for the financial year	(2,338)	(4,670)
Other comprehensive income		
Derivative financial instruments	-	57
Deferred tax on derivative financial instruments	-	(11)
Deferred Tax on translation adjustments	-	77
Total tax on components of other comprehensive income	-	66
Other comprehensive income for the year, net of tax	-	123
Total comprehensive expense for the year	(2,338)	(4,547)

Angus Holdings Safety Group Limited
Revised Balance sheet as at 31 December 2016

	Note	2016 £'000	2015 £'000
Fixed assets			
Investments	9	8,286	8,286
		8,286	8,286
Current assets			
Debtors	10	26,478	25,553
Cash at bank and in hand		62	-
Total Assets		34,826	33,839
Capital and reserves			
Called up share capital	17	362	362
Profit and loss account		(11,385)	(9,047)
Total shareholders' deficit		(11,023)	(8,685)
Liabilities due within one year			
Creditors amounts falling due within one year	11	34,523	42,524
		34,523	42,524
Liabilities due in greater than one year			
Bank loans and overdrafts	13	11,326	-
		45,849	42,524
Total Liabilities and equity		34,826	33,839

The notes on pages 13 to 29 are an integral part of these financial statements.

The revised financial statements on pages 9 to 29 were approved by the Board of Directors on 19 December 2017 and signed on its behalf by:



L M Guest
Director

Angus Holdings Safety Group Limited: Registered No 08441921

Angus Holdings Safety Group Limited

Revised Statement of changes in equity for the year ended 31 December 2016

	Called -up share capital	Profit and loss account	Total shareholders' deficit
	£'000	£'000	£'000
Balance as at 1 January 2015	362	(4,500)	(4,138)
Loss for the financial year	-	(4,670)	(4,670)
Other comprehensive income for the financial year	-	123	123
Total comprehensive expense for the financial year	-	(4,547)	(4,547)
Balance as at 31 December 2015	362	(9,047)	(8,685)

	Called -up share capital	Profit and loss account	Total shareholders' deficit
	£'000	£'000	£'000
Balance as at 1 January 2016	362	(9,047)	(8,685)
Loss for the financial year	-	(2,338)	(2,338)
Other comprehensive income for the financial year	-	-	-
Total comprehensive expense for the financial year	-	(2,338)	(2,338)
Balance as at 31 December 2016	362	(11,385)	(11,023)

Angus Holdings Safety Group Limited

Notes to the revised financial statements for the year ended 31 December 2016

1 Accounting policies

General information

Angus Holdings Safety Group Limited is a private limited company limited by shares and is incorporated in England. The address of the registered office is Station Road, High Bentham, Near Lancaster, LA2 7NA.

The principal activities of the Company are investment and financing of the trading companies of the Angus International Group and the management of the research and development facility for the group.

Statement of compliance

The revised financial statements of Angus Holdings Safety Group Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

Members statement: revision by replacement

These revised financial statements replace the original financial statements for the year ended 31 December 2016 which were approved by the board on 20 June 2017. They are now the statutory financial statements of the company for the financial year. In accordance with the Companies Act 2006 ("the Act"), the financial statements have been revised as at the date of the original financial statements and not as at the date of the revision. Accordingly they do not deal with events from 20 June 2017 to the date of the revision. The reasons for and impact of the revision are discussed within note 21.

Summary of significant accounting policies

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.

a. Basis of accounting

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and the applicable accounting standards in the UK.

b. Going concern

The directors believe that preparing the financial statements on a going concern basis is appropriate due to the continued financial support of the ultimate parent company Angus International Safety Group Limited. The directors have received confirmation that the parent company intends to continue its support for at least one year after these financial statements are signed.

c. Exemptions for qualifying entities under FRS102

FRS 102 allows a qualifying entity certain disclosure exemptions, if certain conditions, have been complied with, including notification of and no objection to, the use of exemptions by the Company's shareholders. A qualifying entity is defined as a member of a group that prepares publicly available financial statements, which give a true and fair view, in which that member is consolidated. Angus Fire Limited is a qualifying entity as its results are consolidated into the financial statements of Angus International Safety Group Limited which are publicly available.

As a qualifying entity, the Company has taken advantage of the following exemptions:

- i) from the requirement to prepare a statement of cash flows as required by paragraph 3.17(d) of FRS 102;

Angus Holdings Safety Group Limited

Notes to the revised financial statements for the year ended 31 December 2016 (continued)

1 Accounting policies (continued)

c. Exemptions for qualifying entities under FRS102 (continued)

- ii) from the requirement to present certain financial instrument disclosures, as required by sections 11 and 12 of FRS 102;
- iii) from the requirement to present a reconciliation of the number of shares outstanding at the beginning and end of the year as required by paragraph 4.12(a)(iv) of FRS 102; and
- iv) from the requirement to disclose the key management personnel compensation in total as required by paragraph 33.7 of FRS 102.

d. Consolidated financial statements

The Company is a wholly owned subsidiary of Angus International Safety Group Limited, its ultimate parent. It is included in the consolidated financial statements of Angus International Safety Group Limited which are publicly available. Therefore the Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

e. Foreign currencies

i) *Functional and presentation currency*

The Company's functional and presentation currency is the pound sterling.

ii) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

f. Foreign exchange on intercompany

Exchange gains and losses in respect of the retranslation of intercompany balances and loans in a currency other than a subsidiary's functional currency are recognised within interest receivable and similar income or interest payable and similar expenses.

g. Research and Development

Expenditure on research and development is written off in the year in which it is incurred.

h. Exceptional items

The Company classifies certain one-off charges that have a material impact on the Company's financial results as 'exceptional items'. These are disclosed separately to provide further understanding of the financial performance of the Company.

Angus Holdings Safety Group Limited

Notes to the revised financial statements for the year ended 31 December 2016 (continued)

1 Accounting policies (continued)

i. Employee benefits

The Company provides a range of benefits to employees, including paid holiday arrangements and defined contribution pension plans.

i) Short term benefits

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

ii) Defined contribution pension plans

The Company contributes to a defined contribution pension scheme, which is financially independent from the Company. Amounts payable to the scheme are charged to the statement of comprehensive income in the year in which they arise

j. Taxation

Taxation expense for the year comprises current and deferred tax recognised in the reporting period. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised directly in equity. In this case tax is also recognised directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

i) Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

ii) Deferred taxation

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

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Angus Holdings Safety Group Limited

Notes to the revised financial statements for the year ended 31 December 2016 (continued)

1 Accounting policies (continued)

k. Leased assets

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the statement of comprehensive income on a straight-line basis over the period of the lease.

l. Impairment of non-financial assets

At each balance sheet date non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset may be impaired. If there is such an indication the recoverable amount of the asset is compared to the carrying amount of the asset.

The recoverable amount of the asset is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future pre-tax and interest cash flows obtainable as a result of the asset's continued use. The pre-tax and interest cash flows are discounted using a pre-tax discount rate that represents the current market risk-free rate and the risks inherent in the asset.

If the recoverable amount of the asset is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the statement of comprehensive income, unless the asset has been revalued when the amount is recognised in the other comprehensive income to the extent of any previously recognised revaluation. Thereafter any excess is recognised in the statement of comprehensive income.

If an impairment loss is subsequently reversed, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the statement of comprehensive income.

m. Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and bank overdrafts.

n. Provisions and contingencies

i) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount of the obligation can be estimated reliably.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

In particular:

- i) Restructuring provisions are recognised when the Company has a detailed, formal plan for the restructuring and has raised a valid expectation in those affected by either starting to implement the plan or announcing its main features to those affected and therefore has a legal or constructive obligation to carry out the restructuring; and
- ii) Provision is not made for future operating losses.

Angus Holdings Safety Group Limited

Notes to the revised financial statements for the year ended 31 December 2016 (continued)

1 Accounting policies (continued)

n. Provisions and contingencies (continued)

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

ii) Contingencies

Contingent liabilities are not recognised and arise as a result of past events when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the Company's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

Contingent assets are not recognised.

o. Financial instruments

The Company has chosen to adopt the Sections 11 and 12 of FRS 102 in respect of financial instruments.

i) Financial assets

Basic financial assets, including trade and other receivables and cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in statement of comprehensive income.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in statement of comprehensive income.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

ii) Financial liabilities

Basic financial liabilities, including trade and other payables 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.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Angus Holdings Safety Group Limited

Notes to the revised financial statements for the year ended 31 December 2016 (continued)

1 Accounting policies (continued)

o. Financial instruments (continued)

Trade payables 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 payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

iii) Offsetting

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is an 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 to liability simultaneously.

p. Related party disclosures

The Company has taken advantage of the exemption, as provided by paragraph 33.1A of FRS 102 and does not disclose transactions with members of the same group that are wholly owned. The Company discloses transactions with related parties which are not wholly owned with the same group in note 19.

q. Critical accounting judgments and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, revenue and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are reasonable under the circumstances. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

i) Impairment of non-financial assets

Where there are indicators of impairment of individual assets, the Company performs impairment tests based on a value in use calculation. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget and forecast for the next four years. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash flows growth rate used for extrapolation purposes.

Angus Holdings Safety Group Limited

Notes to the revised financial statements for the year ended 31 December 2016 (continued)

2 Operating loss

	2016	2015
	£'000	£'000
		Restated
Operating loss is stated after charging:		
Research, development and sustaining expenditure	25	71
Auditors' remuneration for:		
Tax advisory services	12	11

The tax advisory services noted above are in relation to a review of the trading relationships between the Company and its subsidiaries in the various jurisdictions and the related impacts on local taxation.

Statutory audit costs of £10,000 (2015: £10,000) and tax compliance costs payable to the Company's auditors of £15,000 (2015: £15,000) have been borne by other group companies.

During the year the accounting policy for the classification of foreign exchange gains and losses on inter-company balances at the balance sheet date was changed, see accounting policy on page 12 and as a result the prior year interest receivable and similar income has been restated from £nil to £692k. There was no impact on the overall loss for the year or on the total liabilities and equity as a result of this restatement.

3 Operating exceptional items

Loss before taxation is arrived at after charging the following exceptional items

	2016	2015
	£'000	£'000
Reorganisation Costs	168	-
Consultancy	145	-
	313	-

The costs of £168,000 relate to the severance costs of employment contracts and associated legal costs.

During the year the Company re-structured the finance arrangements of the Group and Company. The costs of £145,000 relate to fees paid to consultants who facilitated the restructuring of the Group's financing arrangements.

Angus Holdings Safety Group Limited

Notes to the revised financial statements for the year ended 31 December 2016 (continued)

4 Directors' emoluments

	2016	2015
	£'000	£'000
Aggregate emoluments	494	360

Two directors (2015: two) are members of the Angus UK Retirement Savings Plan. Company contributions of £43,000 (2015 - £41,000) were paid to this defined contribution scheme.

Highest paid Director	2016	2015
	£'000	£'000
Total emoluments	273	198

The highest paid director is a member of the Angus UK Retirement Savings Plan, a defined contribution scheme, Company contributions were £22,000 (2015 - £22,000).

Charles Delle-Case is not remunerated through this Company and the value of services provided to this Company is nil.

5 Employee information

The average monthly number of persons (including Directors) employed by the Company during the year was:

By activity	2016	2015
	Number	Number
Administration	9	9

Staff costs (for the above persons)	£'000	£'000
Wages and salaries	1,264	951
Social security costs	142	118
Other pension costs	83	88
	1,489	1,157

Pension costs above relate to monthly contributions to the Angus UK Retirement Savings Plan.

Angus Holdings Safety Group Limited

Notes to the revised financial statements for the year ended 31 December 2016 (continued)

6 Interest receivable and similar income

	2016	2015
	£'000	£'000
		Restated
Inter-company interest receivable	1,243	1,962
Foreign exchange gains	2,585	692
Interest receivable	3,828	2,654

During the year the accounting policy for the classification of foreign exchange gains and losses on inter-company balances at the balance sheet date was changed, see accounting policy on page 12 and as a result the prior year interest receivable and similar income has been restated from £nil to £692k.

7 Interest payable and similar expenses

	2016	2015
	£'000	£'000
Inter-company interest payable	3,131	3,804
Bank interest payable	176	354
Amortisation of debt issue costs	20	880
Foreign exchange losses	270	-
Interest payable and similar expenses	3,597	5,038

8 Tax on loss

a) Analysis of tax credit for the year	2016	2015
	£'000	£'000
Current tax:		
Total current tax charge	-	-
Deferred tax:		
Timing differences, origination and reversal	1	-
Adjustment in respect of prior periods	(8)	-
Total deferred tax (note 16)	(7)	-
Tax on loss	(7)	-

Angus Holdings Safety Group Limited

Notes to the revised financial statements for the year ended 31 December 2016 (continued)

8 Tax on loss (continued)

b) Tax expense included in other comprehensive income

	2016	2015
	£'000	£'000
Deferred tax	-	66
Total tax expense included in other comprehensive income	-	66

c) Reconciliation of tax credit

The tax credit for the year is lower (2015 – lower) than that calculated at the standard rate of UK corporation tax.

The differences are explained below:	2016	2015
	£'000	£'000
Loss on ordinary activities before taxation	(2,345)	(4,670)
Tax on loss at the UK tax rate 20.0% (2015 – 20.25%)	(469)	(946)
Unrecognised deferred tax	-	188
Expenses not deductible for tax purposes	2	3
Adjustments in respect of prior periods	(8)	-
Group relief for nil consideration	468	678
Items charged elsewhere (equity/OCI)	-	77
Tax credit for the year	(7)	-

d) Factors affecting future tax charge

In Finance Act 2013 the rate of corporation tax was reduced to 21% for the period from 1 April 2014 to 31 March 2015 and to 20% from 1 April 2015. These changes were substantively enacted on 2 July 2013.

A change to the UK corporation tax rate was announced in the Chancellor's Budget on 16 March 2016. The change announced is to reduce the main rate to 17% from 1 April 2020. This change was substantively enacted on 16 September 2016. Changes to reduce the UK corporation tax rate to 19% from 1 April 2017 and to 18% from 1 April 2020 had already been substantively enacted on 26 October 2015.

Angus Holdings Safety Group Limited

Notes to the revised financial statements for the year ended 31 December 2016 (continued)

9 Investments

Subsidiary undertakings	2016	2015
	£'000	£'000
Eau et Feu SAS	3,090	3,090
Vanrullen Uniser SAS	655	655
Angus Flexible Pipelines Australia Pty. Limited	-	-
National Foam (Holdco) Inc.	4,541	4,541
At 31 December	8,286	8,286

The Company owns 100% of the issued share capital of Angus Fire Limited (£1) registered in England and Wales, National Foam (Holdco) Inc. registered in the USA, Eau et Feu SAS and Vanrullen Uniser SAS both registered in France and Angus Flexible Pipelines Australia Pty. Limited incorporated in Australia. The directors consider the value of investments to be supported by their underlying assets.

Subsidiary undertakings	2016	2015
	£'000	£'000
At 1 January	8,286	8,286
At 31 December	8,286	8,286

10 Debtors

	2016	2015
	£'000	£'000
Amounts owed by group undertakings	26,297	25,456
Other debtors	35	5
Deferred tax asset	7	-
Prepayments and accrued income	139	92
At 31 December	26,478	25,553

Amounts owed by Group undertakings are unsecured, interest bearing at 11% for the UK business and 6.2% for the US business, and are repayable on demand.

Angus Holdings Safety Group Limited

Notes to the revised financial statements for the year ended 31 December 2016 (continued)

11 Creditors: amounts falling due within one year

	2016	2015
	£'000	£'000
Bank loans (note 13)	1,294	-
Trade Creditors	50	89
Amounts owed to group undertakings	32,555	42,359
Taxation and Social Security	120	42
Accruals and deferred income	504	34
At 31 December	34,523	42,524

Amounts owed to Group undertakings relate to amounts payable to Angus International Safety Group Limited which are unsecured, interest bearing at 11%, and amounts payable to Eau et Feu SA and Vanrullen Uniser SA which are unsecured, interest bearing at a variable interest rate of 2.16% - 2.51%. All amounts are repayable on demand.

12 Pensions and similar obligations

The Company pensions cost charge for the year was £83,000 (2015 - £88,000) which relates to the Angus UK Retirement Savings Plan of the Zurich Personal Pension Scheme. There are no prepayments or amounts outstanding as at 31 December 2016.

All the Company's employees are members of The Angus UK Retirement Savings Plan, which is a defined contribution plan and is funded by contributions partly from the employees and partly from the Company. The Company costs are charged to the profit and loss account as incurred.

13 Bank loans and overdrafts

	2016	2015
	£'000	£'000
Bank loans		
Amounts due within one year	1,294	-
Amounts due after more than one year	11,326	-
Total Bank loans	12,620	-

The bank borrowings of £12,620,000 (2015 - £nil) are denominated in US dollars and comprise:

- Bank loans of £13,654,000 (2015 - £nil) less unamortised issue costs of £884,000 (2015 - £nil), translated at the historic exchange rate. The outstanding principle amount on the loan is \$16,626,000 (2015 - \$nil).
- £150,000 of cumulative foreign exchange gains (2015 - £nil) arising on the translation of the US Dollar denominated loan, being the difference between the historic exchange rate and the year end spot rate.

Angus Holdings Safety Group Limited

Notes to the revised financial statements for the year ended 31 December 2016 (continued)

13 Bank loans and overdrafts (continued)

During the year, the Group re-financed the business and at the year-end had the following facility arrangements with the banks:

- a) Term Debt: \$17,052,000 facility which was fully drawn in the year and is due to be fully repaid in 2021. \$426,000 was repaid in 2016, \$1,705,000 is repayable per annum in each of 2017 to 2020 with the balance of \$9,806,000 repayable in 2021. Interest is payable on the debt at a margin of 4.0% per annum. There is no facility for further drawdowns on this facility.
- b) Overdraft /RCF: £10,000,000 for a 5 year facility expiring in November 2020. Interest is payable at a margin of 4.0% per annum.
- c) Bonding Facility: £10,000,000 for a 5 year facility expiring in November 2021 of which £7,276,000 is drawn in guarantees as at 31st December 2016 (2015 £nil), £28,000 (2015 £nil) is set aside under a standby letter of credit which is not activated as at 31st December 2016 (will be activated upon receipt of advance payment from customer) and £1,168,000 is set aside under an import of letter of credit (activated upon delivery of goods from supplier). Interest is payable on the debt at a margin of 3.0% per annum.

At the prior year end, the Group had the following facility arrangements with the banks in place:

- a) Term Debt A: \$18,508,000 facility which was fully drawn in 2013 and was due to be repaid \$772,000 in 2013, \$3,857,000 per annum in each of 2014 to 2017, \$2,308,000 in 2018. The Board elected to make early repayments of the debt and at the end of 2015 it was fully repaid. \$4,571,000 was repaid in 2015. Interest was payable on the debt at a margin of 4.75% per annum.
- b) Term Debt B: \$18,508,000 facility which was fully drawn in 2013 and was due to be repaid as follows: \$9,254,000 in 2018 and \$9,254,000 in 2019. The Board elected to make early repayments of the debt and was fully repaid at the end of 2015. \$8,084,000 was repaid in 2015. Interest was payable on the debt at a margin of 5.25% per annum.
- c) Overdraft /RCF: £5,000,000 for a 5 year facility expiring in June 2018. Interest was payable at a margin of 4.75% per annum.
- d) Bonding Facility: £6,000,000 for a 5 year facility expiring in June 2018 of which £3,217,000 was drawn in guarantees as at 31st December 2015 and £24,000 was set aside under a standby letter of credit which was not activated as at 31st December 2015. Interest was payable on the debt at a margin of 3.0% per annum.

Bank loans are repayable as follows:

	2016	2015
	£'000	£'000
Amounts due within one year	1,294	-
Amounts due between one and five years	11,326	-
Total bank loan	12,620	-

The above analysis is net of issue costs which have been allocated across the categories based on the year in which they are expected to be amortised. Bank loans are secured over the assets to which they relate by way of a Security Agreement dated 28 June 2013 and amended and restated on 31 October 2016.

Angus Holdings Safety Group Limited

Notes to the revised financial statements for the year ended 31 December 2016 (continued)

14 Financial instruments

The Company has the following financial instruments:

	Note	2016 £'000	2015 £'000
Financial assets that are debt instruments measured at amortised cost	10		
- Amounts owed by group undertakings		26,297	25,456
- Other debtors		35	5
		26,332	25,461
Financial liabilities measured at amortised cost			
- Bank loans	13	(12,620)	-
- Amount owed to group undertakings	11	(32,555)	(42,359)
- Trade creditors	11	(50)	(89)
- Taxation and social security	11	(120)	(42)
- Accruals	11	(504)	(34)
		(45,849)	(42,524)

Angus Holdings Safety Group Limited

Notes to the revised financial statements for the year ended 31 December 2016 (continued)

15 Deferred Tax

Deferred tax asset

	2016 £'000	2015 £'000
Short term timing differences	-	-
Total provision for deferred tax	-	-
At 1 January	-	66
Deferred tax in comprehensive income	-	11
Deferred tax credited to profit and loss account	7	-
Deferred tax charge in reserves for the year	-	(77)
At 31 December	7	-

Deferred tax assets are regarded as recoverable and recognised in the financial statements when, on the basis of available evidence, it is more likely than not that there will be available taxable profits from which the future reversal of the timing differences can be deducted.

There is an unrecognised deferred tax asset of £155,000 (2015: £188,000) that relates to the tax on accumulated losses at 31 December 2016 that are not expected to reverse in the foreseeable future.

16 Derivative Financial Instruments

Derivative financial instruments - Interest rate swaps

The Company entered into an interest rate swap at the date of acquisition at a fixed interest rate of 0.915% based on a principal amount of \$24,160,000 and due to mature on the 30 June 2016.

The instrument was used to hedge two-thirds of the group's exposure to interest-rate risk on the group's US dollar bank borrowings. The instrument was cancelled on repayment of this loan during the prior year.

No derivative instruments were in place at the year-end (2015 - £nil).

Interest rate swaps are measured at fair value. At 31 December the notional principal amount of the outstanding interest rate swap contracts was £Nil (2015 - £Nil). The movement in fair value in 2015 of £57,000 is recognised in Other Comprehensive Income.

Angus Holdings Safety Group Limited

Notes to the revised financial statements for the year ended 31 December 2016 (continued)

17 Called up share capital

	2016	2015
	£'000	£'000
Allotted, called up and fully paid		
36,162,599 (2015: 36,162,599) shares at £0.01	362	362

18 Related party transactions

There are no related party transactions with the Company's subsidiaries, other members of the group or their directors.

19 Subsidiaries and related undertakings

The related undertakings of the Company are as follows:

Name and registered office	Country of incorporation	Nature of business	Interest
Angus Fire Limited - Station Road, High Bentham, North Yorkshire, LA2 7NA	UK	Manufacturer	100% ordinary shares
Eau et Feu SAS – Rue Aloys Senefelder, 51100, Reims	France	Manufacturer	100% ordinary shares
Vanrullen Uniser SAS – Avenue des Nations Unites, Espace Galilee, Cellule 6 Bis Z' 59270, Bailleul	France	Wholesaler	100% ordinary shares
National Foam (Holdco) Inc. 141 Junny Road, Angier, NC 27501	USA	Holding Company	100% ordinary shares
National Foam Inc. – 141 Junny Road, Angier, NC 27501	USA	Manufacturer	100% ordinary shares
Angus Flexible Pipelines Australia Pty. Limited, 9/67 Depot Street, Banyo, Queensland 4014	Australia	Wholesaler	100% ordinary shares

Angus Holdings Safety Group Limited

Notes to the revised financial statements for the year ended 31 December 2016 (continued)

20 Ultimate parent company

The Company's immediate and ultimate parent undertaking is Angus International Safety Group Limited. Angus International Safety Group Limited has no ultimate controlling party. Angus International Safety Group Limited financial statements are both the smallest and largest consolidated financial statements to include the Company.

Copies of the Angus International Safety Group Limited financial statements are publicly available and can be obtained from:

Angus International Safety Group Limited
Station Road
High Bentham
Near Lancaster
LA2 7NA

21 Revised Financial Statements

These revised financial statements replace the original financial statements for the year ended 31 December 2016 that were signed by the directors on 20 June 2017.

The original financial statements reflected a transfer of intangible assets from a group company, National Foam Inc. to the ownership of the Company. Subsequent to the approval of the original financial statements it transpired that this transfer had not been legally executed and hence the accounts were incorrectly prepared. As a result the impact of the transfer on the financial statements of the Company for the year ended 31 December 2016 has been reversed within the revised financial statements. The following amendments have been made to the original financial statements:

Revenue of £505,000 relating to royalty income charged to National Foam Inc. in respect of its use of the intellectual property previously treated as transferred to the Company.

Amounts owed by group companies has been increased reflecting the reversal of the notional payment received by the Company in respect of the net book value of the intangible assets transferred and the corresponding value of intangible assets has been removed. As a result, inter-company interest receivable on the loan between the companies has increased.

Amortisation of £504,000 in respect of the intangible assets for the year ended 31 December 2016 has been reversed out of the financial statements.