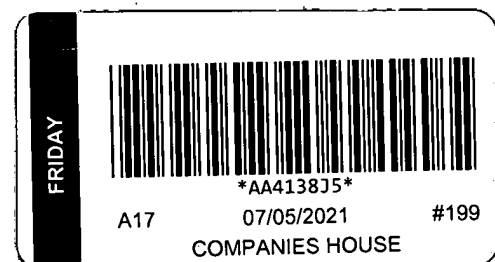


Ultima Holding Limited

**Annual report and financial statements
for the year ended 31 December 2019**



Ultima Holding Limited

Company information

Directors

P Mathieu
A Yeandle

Registered number

10114708

Registered office

Mars Street
Oldham
Lancashire
OL9 6LY

Auditor

KPMG LLP
Chartered Accountants
One St Peter's Square
Manchester
M2 3AE

Ultima Holding Limited

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Ultima Holding Limited

Strategic report for the year ended 31 December 2019

The directors present their strategic report and the audited financial statements of Ultima Holding Limited ("the company") for the year ended 31 December 2019.

Business review

The principal activity of the company is that of a holding company in a group which manufacture and sell insulation, specialty foams and rubber solutions for a wide range of industries.

During the year, the company made a loss before tax of €2,696,000 (2018: €2,087,000) and had net assets of €50,000 (2018: €2,746,000).

Financial key performance indicators ("KPIs")

Disclosures related to KPIs are not considered to be relevant to the readers of the financial statements due to the straight forward nature of the company's activities and have therefore been excluded.

Principal risks and uncertainties

The company has direct investments in Ultima Acquisition GB Limited. The company also has indirect investments in Armacell Insulation UK Holding Limited, Insulation Spain Holdings SLU, Armacell UK Limited, Armacell Insulation United States Holding Inc, Insulation United States Holdings LLC, Armacell United States Holdings LLC, Armacell LLC, Armacell Iberica SLU, Armacell Australia Pty Ltd, Armacell Brazil Ltda and a 49% holding in Armacell Thailand Limited.

The principal risk facing the company is the recoverability of its investments in subsidiaries. The company takes reasonable steps to manage and control these risks by regularly monitoring the performance of the subsidiaries and considering the impact it may have on the carry amounts of the investments and if any action is required.

The company holds loans payable to fellow group undertakings denominated in Euros. The interest payable on loans are denominated in Euros and are charged at fixed asset interest rates as shown in note 9.

The UK has left the EU and the transition period is over. The UK trading company directly owned by Armacell Insulation UK Holding Limited has not found any issues with imports and exports since the end of the transition period on 31 December 2020 and has been able to continue to trade as usual.

The company have reviewed the potential impact of COVID-19 on the business and are actively working with suppliers and customers to ensure no disruption in supplies. The directors are satisfied that the steps being taken mitigates against the risk.

Future development

The company will continue to act as an holding company.

This report was approved by the board on

Apr 30, 2021

2021 and signed on its behalf by:


Adrian Yeandle (Apr 30, 2021 15:51 GMT+2)

A Yeandle
Director

Ultima Holding Limited

Directors' report for the year ended 31 December 2019

The directors present their directors' report and the financial statements of Ultima Holding Limited ("the company") for the year ended 31 December 2019.

Results and dividends

The loss for the year, after taxation, amounted to €2,696,000 (2018: €2,087,000).

The directors do not recommend the payment of a dividend (2018: €nil).

The variance in profit/loss year on year is due to the termination of the loan agreement in relation to the sale of the group which caused an additional interest charge of circa £500,000. The balance sheet impact was to increase the amounts due to group undertakings as a result of the change in financing arrangements.

Going concern

The company is part of the Armacell International S.A. group of companies (the Group). Since January 2020 the spread of COVID-19 has been affecting the global economy. As a holding company the company has not been directly impacted by COVID-19. However, the company meets its day to day cash requirements from intercompany balances with other Group companies. Therefore the company is dependent on the Group as a whole. The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the company will have access to sufficient funds, through funding from its intermediate parent company, Armacell International S.A., to meet its liabilities as they fall due for that period.

Those forecasts are dependent on the company's intermediate parent company, Armacell International S.A., not seeking repayment of the amounts currently due to the Group from the UK Armacell subsidiaries, which includes the company and a number of holding or management companies, and providing further funding if required. The net amount outstanding at 31 December 2019 amounted to £35.5 million, but as set out in note 9 the amount owed to group undertakings by the company at the same date is £32.5 million. Armacell International S.A. has indicated its intention to continue to make available such funds as are needed by the company, and that it does not intend to seek repayment of the amounts for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Future developments

An indication of likely future developments in the business have been included in the strategic report on page 1.

Directors

The directors who served during the year and up to the date of signing the financial statements, unless otherwise indicated, are given below:

P Mathieu

Dr. M Padberg (resigned 24 September 2020)

A Yeandle (appointed 12 October 2020)

Ultima Holding Limited

Directors' report (continued) for the year ended 31 December 2019

Qualifying third party indemnity provisions

A qualifying third party indemnity provision as defined in Section 232(2) of the Companies Act 2006 is in force for the benefit of the directors in respect of liabilities incurred as a result of their office, to the extent permitted by law. In respect of those liabilities for which the directors may not be indemnified, a directors' and officers' liability insurance policy was maintained by Armacell International Holding GmbH, a fellow group undertaking, throughout the financial year.

Post balance sheet events

COVID-19 impact

From the end of January 2020, the global pandemic caused by the COVID-19 virus reached the UK. As a holding company the company has not been directly impacted by COVID-19.

The directors of the company comply with the Government's most recent advice in any COVID-19 decisions and continue to monitor the ongoing situation on a daily basis. For more information on the trading status of the companies in which the company holds investments, please refer to the principal risks and uncertainties wording in the strategic report.

Sale of Armacell International S.A.

Until 27 February 2020, the majority shareholder of Armacell International S.A. was the private equity house Blackstone with the remaining shares held by the holding and investment company Kirkbi and Armacell's senior management team.

On 4 December 2019 the shareholders of the intermediary parent company, Armacell Holdco Luxembourg S.à.r.l. agreed to the sale of the company to PAI Partner S.à r.l. On the 28 February 2020, equity funds managed by PAI Partners have been Armacell's majority shareholder. The remaining shares held by the holding and investment company Kirkbi Invest A/S and Armacell's senior management team through the chain of the acquisition company Neptune MidCo S.à r.l., registered in Luxembourg, its subsidiary Neptune Holdco S.à r.l., registered in Luxembourg and its subsidiary Neptune BidCo S.à r.l., registered in Luxembourg.

Ultima Holding Limited

Directors' report (continued) for the year ended 31 December 2019

Directors' responsibilities statement

The directors are responsible for preparing the strategic report, 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

Under company law the directors must not approve the financial statements unless satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Disclosure of information to auditor

The directors who held office at the date of approval of the directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Independent auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

This report was approved by the board on

Apr 30, 2021

2021 and signed on its behalf by:


Adrian Yeandle (Apr 30, 2021 15:51 GMT+2)

A Yeandle
Director

Independent auditor's report to the members of Ultima Holding Limited

Opinion

We have audited the financial statements of Ultima Holding Limited ("the company") for the year ended 31 December 2019 which comprise the Profit and loss account and other comprehensive income, Balance sheet and Statement of changes in equity and other comprehensive income and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Strategic report and directors' report

The directors are responsible for the strategic and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Independent auditor's report to the members of Ultima Holding Limited (continued)

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their 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; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Christian Bower-Sloane (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
One St Peter's Square
Manchester
M2 3AE
United Kingdom

Date: May 4, 2021

Ultima Holding Limited

Profit and loss account and other comprehensive income for the year ended 31 December 2019

	Note	2019 €000	2018 €000
Administrative expenses		(13)	(9)
Operating loss		(13)	(9)
Interest payable and similar charges	6	(2,683)	(2,078)
Loss before taxation		(2,696)	(2,087)
Tax on loss	7	-	-
Loss for the financial year and other comprehensive income		(2,696)	(2,087)

There were no recognised gains and losses for 2019 or 2018 other than those included in the profit and loss account and other comprehensive income and therefore no statement of other comprehensive income has been presented.

The notes on pages 10 to 21 form part of these financial statements.

**Balance sheet
as at 31 December 2019**

	Note	2019 €000	2018 €000
Fixed assets			
Investments	8	32,530	32,530
		<u>32,530</u>	<u>32,530</u>
Creditors: Amounts falling due within one year	9	(32,480)	(29,784)
Net current liabilities		<u>(32,480)</u>	<u>(29,784)</u>
Net assets		<u>50</u>	<u>2,746</u>
Capital and reserves			
Called up share capital	10	-	-
Share premium		8,133	8,133
Retained earnings		(8,083)	(5,387)
Total equity		<u>50</u>	<u>2,746</u>

The financial statements were approved and authorised for issue by the board on Apr 30, 2021 2021 and were signed on its behalf by:


Adrian Yeandle (Apr 30, 2021 15:51 GMT+2)

**A Yeandle
Director**

The notes on pages 10 to 21 form part of these financial statements.

Ultima Holding Limited

Statement of changes in equity and other comprehensive income for the year ended 31 December 2019

	Called up share capital	Share premium	Retained earnings	Total equity
	€000	€000	€000	€000
At 1 January 2019	-	8,133	(5,387)	2,746
Loss and other comprehensive income for the financial year	-	-	(2,696)	(2,696)
At 31 December 2019	-	8,133	(8,083)	50

Statement of changes in equity and other comprehensive income for the year ended 31 December 2018

	Called up share capital	Share premium	Retained earnings	Total equity
	€000	€000	€000	€000
At 1 January 2018	-	8,133	(3,300)	4,833
Loss and other comprehensive income for the financial year	-	-	(2,087)	(2,087)
At 31 December 2018	-	8,133	(5,387)	2,746

The notes on pages 10 to 21 form part of these financial statements.

Ultima Holding Limited

Notes to the financial statements for the year ended 31 December 2019

1. General information

Ultima Holding Limited ("the company") is a holding company for a group of companies which manufacture and sell insulation, specialty foams and rubber solutions for a wide range of industries. The company is a private company limited by shares and is incorporated and domiciled in England. The address of the registered office is Mars Street, Oldham, Lancashire, OL9 6LY, United Kingdom.

2. 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. The company has adopted Financial Reporting Standard 101, the Reduced Disclosure Framework ("FRS 101") in these financial statements.

Notes to the financial statements for the year ended 31 December 2019

2. Summary of significant accounting policies (continued)

2.1 Basis of preparation of financial statements

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of international accounting standards in conformity with the requirements of the Companies Act 2006 ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The financial statements have been prepared on a going concern basis, under the historical cost convention.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 7, 'Financial Instruments: Disclosures';
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
 - (i) paragraph 79(a)(iv) of IAS 1;
- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d), (statement of cash flows);
 - 16 (statement of compliance with all IFRS);
 - 38A (requirement for minimum of two primary statements, including cash flow statements);
 - 38B-D (additional comparative information);
 - 40A-D (requirements for a third statement of financial position);
 - 111 (cash flow statement information); and
 - 134-136 (capital management disclosures);
- IAS 7, 'Statement of cash flows';
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective);
- Paragraph 17 of IAS 24, Related party disclosures; (key management compensation);
- The requirements in IAS 24, 'Related party disclosures' to related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

Note 12 gives details of the company's parent which includes the company in its consolidated financial statements, and from where its consolidated financial statements prepared in accordance with IFRS may be obtained.

The company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

Notes to the financial statements for the year ended 31 December 2019

2. Summary of significant accounting policies (continued)

2.2 Going concern

The company is part of the Armacell International S.A. group of companies (the Group). Since January 2020 the spread of COVID-19 has been affecting the global economy. As a holding company the company has not been directly impacted by COVID-19. However, the company meets its day to day cash requirements from intercompany balances with other Group companies. Therefore the company is dependent on the Group as a whole. The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the company will have access to sufficient funds, through funding from its intermediate parent company, Armacell International S.A, to meet its liabilities as they fall due for that period.

Those forecasts are dependent on the company's intermediate parent company, Armacell International S.A., not seeking repayment of the amounts currently due to the Group from the UK Armacell subsidiaries, which includes the company and a number of holding or management companies, and providing further funding if required. The net amount outstanding at 31 December 2019 amounted to £35.5 million, but as set out in note 9 the amount owed to group undertakings by the company at the same date is £32.5 million. Armacell International S.A. has indicated its intention to continue to make available such funds as are needed by the company, and that it does not intend to seek repayment of the amounts for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

2.3 Consolidation

The financial statements contain information about Ultima Holding Limited as an individual company. The company is exempt under Section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included in the financial statements of an intermediate parent undertaking, Armacell Holdco Luxembourg, S.a.r.l., a company incorporated in Luxembourg.

2.4 Functional and presentation currency

The company's functional and presentational currency is Euro's. All financial information is presented in Euro's and has been rounded to the nearest thousand.

2.5 Foreign currency translation

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Notes to the financial statements for the year ended 31 December 2019

2. Summary of significant accounting policies (continued)

2.6 Interest payable and similar charges

Interest payable is charged to the profit and loss account over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated instrument.

2.7 Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

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.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred tax

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for:

- The initial recognition of goodwill;
- The initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination; and
- Differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

2.8 Investments

Investments in subsidiary undertakings are recognised and carried at cost less amounts written off.

The company reviews its investments for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be supported by their underlying assets. Any impairment in value is charged through the profit and loss account.

Notes to the financial statements for the year ended 31 December 2019

2. Summary of significant accounting policies (continued)

2.9 Financial instruments

(i) Financial assets

Classification

The company classifies its financial instruments in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- Those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial instrument and the contractual terms of the cash flows.

In order for a financial asset to be classified and measured at amortised cost its contractual cash flows should be 'solely payments of principal and interest (SPPI)' on the principal amount outstanding and the financial assets should be held under a business model where cash flows result from collecting contractual cash flows. Financial assets which are debt instruments are measured at fair value through other comprehensive income where the contractual cash flows are SPPI and the assets are managed under a business model where cash flows result from both collecting contractual cash flows and selling the financial assets.

For instruments measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

The company reclassifies debt instruments when and only when its business model for managing those assets changes.

Recognition, measurement and derecognition

Financial assets are recognised on the statement of financial position when, and only when, the Company becomes a party to the contractual provisions of the financial instrument.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit and loss ('FVTPL'), directly attributable transaction costs. A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired or have been transferred and the company has transferred substantially all risks and rewards of ownership. On derecognition of a financial asset in its entirety, except for those subsequently measured at fair value through other comprehensive income ('FVTOCI'), the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that has been recognised directly in equity is recognised in profit or loss.

For derecognition of financial assets measured at FVTOCI, any cumulative gain or loss is recognised in other comprehensive income. All regular way purchases and sales of financial assets are recognised or derecognised on the trade date i.e. the date that the company commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace concerned.

**Notes to the financial statements
for the year ended 31 December 2019**

2. Summary of significant accounting policies (continued)

Financial instruments (continued)

Debt instruments

Subsequent measurement of debt instruments depends on the entity's business model for managing the asset and the cash flow characteristics of the asset. All the company's debt instruments are measured at amortised cost as the assets are held for collection of contractual cash flows and those cash flows represent solely payments of principal and interest.

The Company's debt instruments consist of the following:

Amounts owed by parent and fellow subsidiary undertakings

Impairment

To measure the expected credit losses contract assets have been grouped based on shared credit risk characteristics and the days past due. The company uses judgement in making assumptions around the risk of default and expected loss rates, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. The expected loss rates are based on the payment profiles of sales over a period of 24 month before 31 December 2019 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward looking information on factors affecting the ability of the customers to settle the receivables.

For amounts owed by parent and fellow subsidiary undertakings, the company applies the general approach to providing for expected credit losses, as prescribed by IFRS 9. The general expected credit loss model under IFRS 9 requires the calculation of '12 month expected credit losses' (losses based on defaults which are possible within 12 months of the reporting date) for financial assets, unless the asset at the reporting date is not considered to be 'low credit risk' and is deemed to have had a 'significant increase in credit risk' since the initial recognition, in which case lifetime expected credit losses should be recorded.

Management consider amounts owed by parent and fellow subsidiary undertakings to have 'low credit risk' when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the short term

(ii) Financial liabilities

Financial liabilities at amortised cost include borrowings and trade and other creditors. These financial instruments are initially measured at fair value, net of any transaction costs in the case of borrowings, and subsequently measured at amortised cost using the effective interest rate. Borrowings are classified as current liabilities (creditors due within one year), unless the company has an unconditional right to defer settlement of the liability for at least one year after the statement of financial position date.

Financial liabilities are derecognised when the Group's obligations specified in the contract expire, are discharged or cancelled. Interest expense is recognised using the effective interest rate method.

(iii) Offsetting

Financial assets and liabilities are offset and 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.

Notes to the financial statements for the year ended 31 December 2019

2. Summary of significant accounting policies (continued)

2.10 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

3. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(i) Impairment of financial assets:

Impairment testing is an area involving management judgements, requiring assessment as to whether the carrying value of assets can be supported by the net present value of future cash flows derived from such assets using cash flow projections which have been discounted at an appropriate rate. In calculating the net present value of the future cash flows, certain assumptions are required to be made in respect of highly uncertain matters.

(ii) Going concern

The directors make estimates on the companies ability to continue to meet its liabilities as they fall due for the coming 12 months. The directors have estimated the macroeconomic and microeconomic factors that will have an effect on the business. A plan is then put in place to mitigate those factors that can not be easily impacted by the company such as government policy or the current COVID-19 pandemic. There is also a risk of losing customers, management therefore analyses the market and reviews competitor movements to inform decisions such as price increases and reacting to customer demands in order to meet sales targets. Based on these sales targets, the directors manage the cost structure to support the business needs and the long term strategy of sales growth.

4. Auditor's remuneration

The company paid the following amounts to its auditors in respect of the audit of the financial statements and for other services provided to the company:

	2019 €000	2018 €000
Fees for the audit of the company's financial statements	8	5

5. Directors' remuneration

The directors did not receive or waive any emoluments in respect of their services to the company during the year ended 31 December 2019 or the previous financial year.

The company has no employees other than the directors.

Ultima Holding Limited

Notes to the financial statements for the year ended 31 December 2019

6. Interest payable and similar charges

	2019 €000	2018 €000
Interest payable on loans due to group undertakings	2,123	1,978
Finance costs	560	100
	<u>2,683</u>	<u>2,078</u>

7. Taxation

There is no current or deferred tax for the financial year ended 31 December 2019 or the previous financial year.

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2018: higher than) the standard rate of corporation tax in the UK of 19% (2018: 19%). The differences are explained below:

	2019 €000	2018 €000
Loss before taxation	<u>(2,696)</u>	<u>(2,087)</u>
Loss multiplied by standard rate of corporation tax in the UK of 19% (2018: 19%)	(512)	(397)
Effects of:		
Deferred tax not recognised	508	397
Effects of group relief / other reliefs	4	-
Total tax charge for the year	<u>-</u>	<u>-</u>

Factors that may affect future tax charges

A change to the UK corporation tax rule was announced in the Chancellor's Budget on 3 March 2021. It was announced the corporation tax rate will increase to 25% by April 2023.

As this change in UK corporation tax rate had not been substantively enacted at the balance sheet date its effects are not included in these financial statements.

Ultima Holding Limited

Notes to the financial statements for the year ended 31 December 2019

8. Fixed asset investments

	Investments in subsidiary companies €000
Cost	
At 1 January 2019	32,530
At 31 December 2019	32,530
Net book value	
At 31 December 2019	32,530
At 31 December 2018	32,530

In the opinion of the directors the market value of the above investments exceed the carrying amounts.

Ultima Holding Limited

Notes to the financial statements for the year ended 31 December 2019

8. Fixed asset investments (continued)

Subsidiary undertakings

As at 31 December 2019, the company owned 100% of ordinary share capital of the following undertakings:

Name	Business	Registered Office
Ultima Acquisition GB Limited	Holding Company	Mars Street, Oldham, OL9 6LY, United Kingdom
Armacell Insulation UK Holding Limited*	Holding Company	Mars Street, Oldham, OL9 6LY, United Kingdom
Insulation Spain Holdings SLU*	Holding Company	Pil. Ind Riera d'Esclanya, C/Can, Magi, 1, 17213 Esclanya – Segur (Girona), Spain
Armacell UK Limited*	Manufactures, markets and distributes elastomeric and polyethylene insulation and engineered foams	Mars Street, Oldham, OL9 6LY, United Kingdom
Armacell Insulation United States Holding Inc.*	Holding Company	55 Vilcom Center Dr #200, Chapel Hill, NC 27514, USA
Armacell Iberia SLU •	Manufactures, markets and distributes elastomeric and polyethylene insulation and engineered foams	Pil. Ind Riera d'Esclanya, C/Can, Magi, 1, 17213 Esclanya - Begur (Girona), Spain
Insulation United States Holdings LLC •	Holding Company	55 Vilcom Center Dr #200, Chapel Hill, NC 27514, USA
Armacell United States Holdings LLC •	Holding Company	55 Vilcom Center Dr #200, Chapel Hill, NC 27514, USA
Armacell LLC •	Manufactures, markets and distributes elastomeric and polyethylene insulation and engineered foams	55 Vilcom Center Dr #200, Chapel Hill, NC 27514, USA
Armacell Brazil Ltda •	Manufactures, markets and distributes elastomeric and polyethylene insulation and engineered foams	Praca Dom Epamonodas, 52 Bairro N Sra. Do Perpetuo Socorro, 12421 Pindamonhangab SP CEP, Brazil
Armacell Australia Pty Ltd.*	Manufactures, markets and distributes elastomeric and polyethylene insulation and engineered foams	45, Bazalgette Crescent, Dandenong Soth, VIC 3175, Australia

*Undertakings are held by 100% subsidiary undertakings, rather than directly held by the company.

The company indirectly owned 49% of the ordinary share capital of Armacell Thailand Limited, a company registered in Thailand.

Ultima Holding Limited

Notes to the financial statements for the year ended 31 December 2019

9. Creditors: Amounts falling due within one year

	2019 €000	2018 €000
Amounts due to group undertakings	998	438
Loans due to group undertakings	31,471	29,317
Accruals	11	29
	<u>32,480</u>	<u>29,784</u>

In 2016 the company received loan notes of €24,397,000, interest accrued but not paid is compounded at 31 December resulting in principal balances of €29,317,000 at 31 December 2018 and €31,471,000 at 31 December 2019. The loan notes accrue interest at rates of 6.86-7.61% and have no fixed date of repayment.

10. Share capital

	2019 €	2018 €
Allotted and fully paid		
2 ordinary shares of £1.00 each	<u>3</u>	<u>3</u>

11. Related party transactions

The company is exempt from disclosing related party transactions with companies that are wholly owned within the Avocado TopCo Limited group.

12. Parent undertakings and controlling party

The company's immediate parent undertaking is Armacell International S.A., a company incorporated in Luxembourg.

On 28 February 2020, Armacell International S.A., an intermediary parent undertaking, was sold to PAI Partner S.a.r.l. At the year end the company's ultimate parent undertaking and controlling party was Avocado TopCo Limited, a company incorporated in the Cayman Islands.

The smallest group in which the result of the company are consolidated is that headed by Armacell International S.A., 8 Rue Notre Dame, 2240 Luxembourg, R.C.S. Luxembourg, B176931. The largest group in which the results of the company are consolidated is that headed by Armacell Holdco Luxembourg, S.a.r.l., 2-4, Rue Eugène Ruppert, L-2453, Luxembourg, R.C.S. Luxembourg, B201575. The consolidated financial statements of these groups are available to the public and may be obtained from Armacell International S.A., 8 Rue Notre Dame, 2240 Luxembourg, R.C.S. Luxembourg, B176931.

Ultima Holding Limited

Notes to the financial statements for the year ended 31 December 2019

13. Post balance sheet events

COVID-19 impact

From the end of January 2020, the global pandemic caused by the COVID-19 virus reached the UK. As a holding company the company has not been directly impacted by COVID-19.

The directors of the company comply with the Government's most recent advice in any COVID-19 decisions and continue to monitor the ongoing situation on a daily basis. For more information on the trading status of the companies in which the company holds investments, please refer to the principal risks and uncertainties wording in the strategic report.

Sale of Armacell International S.A.

Until 27 February 2020, the majority shareholder of Armacell International S.A. was the private equity house Blackstone with the remaining shares held by the holding and investment company Kirkbi and Armacell's senior management team.

On 4 December 2019 the shareholders of the intermediary parent company, Armacell Holdco Luxembourg S.à r.l. agreed to the sale of the company to PAI Partner S.à r.l. On the 28 February 2020, equity funds managed by PAI Partners have been Armacell's majority shareholder. The remaining shares held by the holding and investment company Kirkbi Invest A/S and Armacell's senior management team through the chain of the acquisition company Neptune MidCo S.à r.l., registered in Luxembourg, its subsidiary Neptune Holdco S.à r.l., registered in Luxembourg and its subsidiary Neptune BidCo S.à r.l., registered in Luxembourg.