

United Caps UK Limited

Directors' Report and Audited Financial Statements

Period Ended

31 December 2018

Company Number 11199708



United Caps UK Limited

Company Information

Directors	D M Wightman P A Gorry J B Henckes O Jaillot
Registered number	11199708
Registered office	55 Baker Street London W1U 7EU
Independent auditors	BDO LLP Central Square 29 Wellington Street Leeds LS1 4DL

United Caps UK Limited

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United Caps UK Limited

Directors' Report For the Period Ended 31 December 2018

The directors present their report and the financial statements for the 11 month period ended 31 December 2018. The company was incorporated on 12 February 2018.

Principal activity

The principal activity of the company is the manufacture of plastic products. The company has not started trading.

Directors

The directors who served during the period were:

D M Wightman (appointed 12 February 2018)
P A Gorry (appointed 12 February 2018)
J B Henckes (appointed 12 February 2018)
O Jaillot (appointed 12 February 2018)

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

United Caps UK Limited

Directors' Report (continued)
For the Period Ended 31 December 2018

Auditors

The auditors, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 26.9.19 and signed on its behalf.



P A Gorry
Director

United Caps UK Limited

Independent Auditors' Report to the Members of United Caps UK Limited

Opinion

We have audited the financial statements of United Caps UK Limited ("the Company") for the 11 month period ended 31 December 2018 which comprise statement of comprehensive income, the statement of financial position, and the statement of changes in equity, and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2018 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Directors report and financial statements, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the

United Caps UK Limited

Independent Auditors' Report to the Members of United Caps UK Limited (continued)

work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion;

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a Strategic report.

Responsibilities of directors

As explained more fully in the Statement of Directors Responsibilities, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

United Caps UK Limited

Independent Auditors' Report to the Members of United Caps UK Limited (continued)

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at:

<https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

BDO LLP

Mark Langford (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
Leeds
United Kingdom

27 SEPTEMBER 2019

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

United Caps UK Limited

Statement of Comprehensive Income For the Period Ended 31 December 2018

	2018 £
Administrative expenses	(51,668)
Operating loss	(51,668)
Interest payable and expenses	(42,919)
Loss before tax	(94,587)
Tax on loss	-
Loss for the financial period	(94,587)

There was no other comprehensive income for 2018.

The notes on pages 9 to 14 form part of these financial statements.

United Caps UK Limited
Registered number:11199708

Statement of Financial Position
As at 31 December 2018

	Note	2018 £
Fixed assets		
Tangible assets	4	5,989,897
		<u>5,989,897</u>
Current assets		
Debtors: amounts falling due within one year	5	163,269
Cash at bank and in hand		168,803
		<u>332,072</u>
Creditors: amounts falling due within one year	6	<u>(465,968)</u>
Net current liabilities		(133,896)
Total assets less current liabilities		<u>5,856,001</u>
Creditors: amounts falling due after more than one year	7	(4,801,095)
Net assets		<u><u>1,054,906</u></u>
Capital and reserves		
Called up share capital		500,000
Capital contribution reserve		649,493
Profit and loss account		(94,587)
		<u><u>1,054,906</u></u>

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 26.9.19.



P A Gorry
Director

The notes on pages 9 to 14 form part of these financial statements.

United Caps UK Limited

Statement of Changes in Equity For the Period Ended 31 December 2018

	Called up share capital £	Capital contribution reserve £	Profit and loss account £	Total equity £
Comprehensive income for the period				
Loss for the period	-	-	(94,587)	(94,587)
Other comprehensive income for the period	-	-	-	-
Total comprehensive income for the period	-	-	(94,587)	(94,587)
Shares issued during the period	500,000	-	-	500,000
Capital contribution	-	649,493	-	649,493
Total transactions with owners	500,000	649,493	-	1,149,493
At 31 December 2018	500,000	649,493	(94,587)	1,054,906

The notes on pages 9 to 14 form part of these financial statements.

United Caps UK Limited

Notes to the Financial Statements For the Period Ended 31 December 2018

1. General information

United Caps UK Limited is a private company, limited by shares, incorporated in England and Wales under the Companies Act 2006. The address of the registered company is given on the Company Information page. The nature of the Company's operations and its principal activity are outlined in the Directors' Report. This is the first set of financial statements for the company which was incorporated on 12 February 2018. Therefore, there is no comparative information available.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies.

The following principal accounting policies have been applied:

2.2 Going concern

The company incurred a loss for the period ended 31 December 2018 of £94,588 and its net current liabilities as at 31 December 2018 were £133,896. In adopting the going concern basis the directors have confirmed that the parent company, United Caps Holdings SA will continue to provide financial support to the Company for the foreseeable future. A letter of support has been received in evidence of this confirmation. The directors therefore consider the company to be a going concern and has adopted the going concern basis of accounting in preparation of the financial statements.

2.3 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

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 Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

United Caps UK Limited

Notes to the Financial Statements For the Period Ended 31 December 2018

2. Accounting policies (continued)

2.4 Finance costs

Finance costs are charged to the Statement of Comprehensive Income 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 capital instrument.

2.5 Borrowing costs

All borrowing costs are recognised in the Statement of Comprehensive Income in the period in which they are incurred.

2.6 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, commencing when the equipment starts production. There was no production for machinery in the period to 31 December 2018 and so there has been no depreciation charge. Land is not depreciated.

Assets under construction are capitalised but depreciation does not commence until the asset has been brought into use, at which point it is transferred into the relevant asset category.

2.7 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.8 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.9 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.10 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that

United Caps UK Limited

Notes to the Financial Statements For the Period Ended 31 December 2018

2. Accounting policies (continued)

2.10 Financial instruments (continued)

are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position 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 the liability simultaneously.

3. Employees

The Company has no employees other than the directors, who did not receive any remuneration.

4. Tangible fixed assets

	Land £	Assets under construction £	Total £
Cost			
Additions	2,173,206	3,816,691	5,989,897
At 31 December 2018	2,173,206	3,816,691	5,989,897
Depreciation			
Charge for the period	-	-	-
At 31 December 2018	-	-	-
Net book value			
At 31 December 2018	2,173,206	3,816,691	5,989,897

United Caps UK Limited

Notes to the Financial Statements For the Period Ended 31 December 2018

4. Tangible fixed assets (continued)

The net book value of land and buildings may be further analysed as follows:

	2018 £
Freehold	2,173,206
	<u>2,173,206</u>

5. Debtors

	2018 £
VAT repayable	163,269
	<u>163,269</u>

6. Creditors: Amounts falling due within one year

	2018 £
Bank loans	112,082
Trade creditors	351,136
Accruals and deferred income	2,750
	<u>465,968</u>

7. Creditors: Amounts falling due after more than one year

	2018 £
Bank loans	4,801,095
	<u>4,801,095</u>

United Caps UK Limited

Notes to the Financial Statements For the Period Ended 31 December 2018

8. Loans

Analysis of the maturity of loans is given below:

	2018 £
Amounts falling due within one year	
Bank loans	112,082
	<u>112,082</u>
Amounts falling due 2-5 years	
Bank loans	3,813,721
	<u>3,813,721</u>
Amounts falling due after more than 5 years	
Bank loans	987,374
	<u>987,374</u>
	<u><u>4,913,177</u></u>

The Bank loan of £4,913,177 is secured by fixed and floating charges over the assets of the company.

9. Share capital

	2018 £
Allotted, called up and fully paid	
500 nominal shares of £1,000.00 each	500,000
	<u><u>500,000</u></u>

During the period, the company allotted 500,000 shares at par.

10. Capital commitments

At 31 December 2018 the Company had capital commitments as follows:

	2018 £
Contracted for but not provided in these financial statements	1,644,951
Total	<u><u>1,644,951</u></u>

United Caps UK Limited

Notes to the Financial Statements For the Period Ended 31 December 2018

11. Controlling party

The company's immediate and ultimate parent company is United Caps Holdings SA, which holds 100% of the shareholding in United Caps UK Limited.