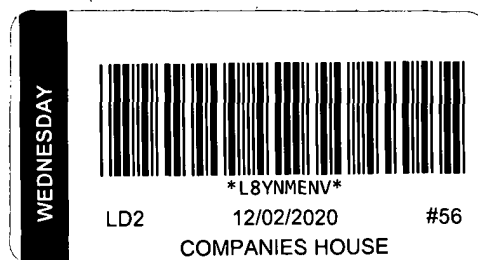


**WERNER EUROPEAN HOLDING  
LIMITED**

**Annual Report and Financial Statements**

**31 December 2018**



# **WERNER EUROPEAN HOLDING LIMITED**

## **ANNUAL REPORT AND FINANCIAL STATEMENTS 2018**

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# **WERNER EUROPEAN HOLDING LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2018**

### **OFFICERS AND PROFESSIONAL ADVISERS**

#### **DIRECTORS**

G Hartenstein  
L A Boyce  
J T Caudill

#### **COMPANY SECRETARY**

Vistra Trust Company

#### **REGISTERED NUMBER**

10822965

#### **REGISTERED OFFICE**

Suite 1, 3<sup>rd</sup> Floor  
11-12 St James Square  
London, SW1Y 4LP

#### **AUDITOR**

Deloitte LLP  
Statutory Auditor  
Cambridge, United Kingdom

## **WERNER EUROPEAN HOLDING LIMITED**

### **STRATEGIC REPORT**

The directors in preparing this strategic report, have complied with s414c of the Companies Act 2006.

### **BUSINESS REVIEW**

The Company is an investment holding company. The principal activity of its subsidiaries is to sell access, storage, fall protection, and light duty construction equipment.

### **FINANCIAL RISK MANAGEMENT**

The main risk which the Company is exposed to is liquidity risk.

#### *Liquidity risk*

The Company has no debt due to third parties outside of the group headed by Willa MidCo. S.a.r.l., the ultimate parent company. The Company has access to funds provided through intercompany loans.

#### *Interest rate risk*

The Company has mitigated interest rate risk by putting interest rate swaps in place.

#### *Brexit risk*

Due to underlying ownership structure management has concluded that the risk associated with Brexit are minimal.

### **FINANCIAL KEY PERFORMANCE INDICATORS ("KPIs")**

The company is an intermediate holding company and as such, the directors do not consider there to be any key performance indicators relevant to the business. Key performance indicators are assessed at the trading entity level and at the consolidated group level.

### **GOING CONCERN**

The directors have considered letters of intent from other group companies not to require payment of intercompany balances in their assessment that the company has adequate resources to meet the ongoing costs of the business for a minimum of 12 months from the date of signing the financial statements. For this reason, the financial statements have been prepared on a going concern basis.

Approved by the Board of Directors  
and signed on behalf of the Board



L A Boyce  
Director

Date: 1-30-20

# **WERNER EUROPEAN HOLDING LIMITED**

## **DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the year ended 31 December 2018.

### **PRINCIPAL ACTIVITY**

The principal activity of the company is an investment holding company.

### **FUTURE DEVELOPMENTS**

The company will continue to hold investments of its subsidiaries.

### **RESULTS AND DIVIDENDS**

The loss for the year, after taxation, amounted to \$3,601k (16 June 2017 to 31 December 2017 - \$4,952k).

The directors do not recommend the payment of a dividend (16 June 2017 to 31 December 2017 - \$nil).

### **DIRECTORS**

The directors who served during the year and subsequently, unless otherwise stated, are:

G Hartenstein	
L A Boyce	(appointed 1 March 2019)
T Lewis	(resigned 26 February 2019)
J T Caudill	(appointed 9 April 2019)

### **POST BALANCE SHEET EVENT**

There are no significant subsequent events.

### **DIRECTORS' RESPONSIBILITIES STATEMENT**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 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 and then apply them consistently;
- 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. 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.

## **WERNER EUROPEAN HOLDING LIMITED**

### **DIRECTORS' REPORT (continued)**

#### **AUDITOR**

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

- so far as the directors are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the directors have 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 auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

#### **AUDITOR**

Under section 487(2) of the Companies Act 2006, Deloitte LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

Approved by the Board of Directors  
and signed on behalf of the Board



L A Boyce  
Director

Date: 1-30-20

# **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WERNER EUROPEAN HOLDING LIMITED**

## **Report on the audit of the financial statements**

### **Opinion**

In our opinion the financial statements of Werner European Holding Limited (the 'company'):

- give a true and fair view of the state of the company's affairs at 31 December 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 14.

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).

### **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 Financial Reporting Council's (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 are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in 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.

We have nothing to report in respect of these matters.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WERNER EUROPEAN HOLDING LIMITED (continued)**

### **Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report, 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 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 respect of these matters.

### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement, 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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### **Report on other legal and regulatory requirements**

#### **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 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 the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.



## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WERNER EUROPEAN HOLDING LIMITED (continued)**

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

Under the Companies Act 2006 we are required to report in respect of the following matters 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 respect of these matters.

### **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.

*Matthew Hall*

**Matthew Hall FCA (Senior Statutory Auditor)**  
**For and on behalf of Deloitte LLP**  
Statutory Auditor  
Cambridge, United Kingdom

*31 January 2020*

# **WERNER EUROPEAN HOLDING LIMITED**

## **PROFIT AND LOSS ACCOUNT** **Year ended 31 December 2018**

	Note	Year ended 31 December 2018 \$'000	16 June 2017 to 31 December 2017 \$'000
Administrative income		129	-
Interest receivable and similar income	6	15,854	3,246
Interest payable and similar expenses	7	(19,584)	(8,198)
<b>LOSS BEFORE TAXATION</b>		<b>(3,601)</b>	<b>(4,952)</b>
Tax on loss	8	-	-
<b>LOSS FOR THE FINANCIAL YEAR</b>		<b>(3,601)</b>	<b>(4,952)</b>

All activities derive from continuing operations.

There were no comprehensive income or expenses for the year and preceding period other than those included in the profit and loss account and therefore no Statement of Comprehensive Income has been prepared.

The notes on pages 11 to 21 form part of these financial statements.

# WERNER EUROPEAN HOLDING LIMITED

## BALANCE SHEET

31 December 2018

	Note	2018 \$'000	2017 \$'000
<b>FIXED ASSETS</b>			
Investments	9	250,000	250,000
<b>CURRENT ASSETS</b>			
Debtors	10	279,707	265,745
<b>CREDITORS: amounts falling due within one year</b>	11	(285,959)	(268,396)
<b>NET CURRENT LIABILITIES</b>		(6,252)	(2,651)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES, BEING NET ASSETS</b>		243,748	247,349
<b>CAPITAL AND RESERVES</b>			
Called up share capital	12	252,301	252,301
Profit and loss account	12	(8,553)	(4,952)
<b>SHAREHOLDERS' FUNDS</b>		243,748	247,349

The financial statements of Werner European Holding Limited, registered number 10822965, were approved by the Board of Directors and authorised for issue on 1-30-20

Signed on behalf of the Board of Directors



L A Boyce

Director

The notes on pages 11 to 21 form part of these financial statements.

# WERNER EUROPEAN HOLDING LIMITED

## STATEMENT OF CHANGES IN EQUITY 31 December 2018

	Called up share capital \$'000	Profit and loss account \$'000	Total \$'000
Issue of shares	252,301	-	252,301
Loss for the financial period	-	(4,952)	(4,952)
Total comprehensive loss for the period	-	(4,952)	(4,952)
At 31 December 2017	252,301	(4,952)	247,349
Loss for the financial year	-	(3,601)	(3,601)
Total comprehensive loss for the year	-	(3,601)	(3,601)
At 31 December 2018	252,301	(8,553)	243,748

# **WERNER EUROPEAN HOLDING LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

**Year ended 31 December 2018**

### **1. GENERAL INFORMATION**

Werner European Holding Limited is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The entity is registered at Suite 1, 3<sup>rd</sup> Floor 11-12 St James' Square, London, SQ1Y 4LB.

The principal activity of the company is that of an intermediate holding company.

The ultimate holding and controlling company of Werner European Holding Limited during the financial year was Willa MidCo. S.a.r.l., a company registered in Luxembourg.

### **2. ACCOUNTING POLICIES**

#### **Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

The financial statements are presented in US dollars (\$) and have been presented in round thousands (\$'000).

Werner European Holding Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. Exemptions have been taken in relation to financial instruments, presentation of a cash flow statement, intra-group transactions and remuneration of key management personnel.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

#### **Going concern**

The directors have considered letters of intent from other group companies, which assessments have been made on the ability of the group to make repayment on repayment of intercompany balances in their assessment that the company has adequate resources to meet the on-going costs of the business for a minimum of 12 months from the date of signing the financial statements. For this reason, the financial statements have been prepared on a going concern basis.

#### **Group accounts**

The company has taken advantage of the exemption available under section 400 of the Companies Act 2006 from preparing consolidated accounts as it is a wholly owned subsidiary of Willa MidCo S.à.r.l., a company registered in Luxembourg, which itself prepares consolidated financial statements. Its registered office address is 2C, rue Albert Borshchette, Luxembourg, L-1246 Luxembourg.

#### **Valuation of investments**

Investments in subsidiaries are measured at cost less accumulated impairment. Where merger relief is applicable, the cost of the investment in a subsidiary undertaking is measured at the nominal value of the shares issued together with the fair value of any additional consideration paid.

#### **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.

# WERNER EUROPEAN HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2018

### 2. ACCOUNTING POLICIES (continued)

#### Financial instruments

The Company only enters into basic financial instruments 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 are payable or receivable within one year, typically trade payables or receivables, 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 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 profit and loss account.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

#### 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.

#### Foreign currency translation

##### *Functional and presentation currency*

The company's functional and presentational currency is considered US dollars because that is the currency of the primary economic area in which the Company operates.

##### *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 except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the profit and loss account within 'finance income or costs'. All other foreign exchange gains and losses are presented in the profit and loss account within 'other operating income'.

# **WERNER EUROPEAN HOLDING LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

**Year ended 31 December 2018**

### **2. ACCOUNTING POLICIES (continued)**

#### **Finance costs**

Finance costs are 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 capital instrument and amortized over the term of the loan.

#### **Interest income**

Interest income is recognised in the profit and loss account using the effective interest method.

#### **Current and deferred taxation**

The tax expense for the year comprises current and deferred tax. Tax is recognised in the profit and loss account, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Company can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

# WERNER EUROPEAN HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2018

### 3. JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions about future events that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities. Future events and their effects cannot be determined with absolute certainty. Therefore, the determination of estimates requires the exercise of judgement based on various assumptions and other factors such as historical experience, current and expected economic conditions, and in some cases, actuarial techniques. The Company constantly re-evaluates these significant factors and makes adjustments where facts and circumstances dictate.

Management do not consider there to be any critical accounting judgements in the preparation of the financial statements.

#### *Key sources of estimation uncertainty*

Investments are reviewed for impairment. These reviews require estimates on the future revenue and profitability of the underlying business and discount factors applied to future cash flows in determining whether there are any indicators of impairment. The Directors used a valuation report prepared by an independent third party firm to review the indicators for impairment and none were found.

### 4. AUDITOR'S REMUNERATION

	Year ended 31 December 2018 \$'000	16 June 2017 to 31 December 2017 \$'000
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	8	13
Fees payable to the Company's auditor and its associates in respect of: Taxation compliance services	4	7

The fees above have been borne by another group company.

### 5. EMPLOYEE AND DIRECTORS' REMUNERATION

The company does not have any employees in the current and preceding periods.

No directors received remuneration from this company.

### 6. INTEREST RECEIVABLE AND SIMILAR INCOME

	Year ended 31 December 2018 \$'000	16 June 2017 to 31 December 2017 \$'000
Interest receivable from group companies	15,854	3,246

### 7. INTEREST PAYABLE AND SIMILAR EXPENSES

	Year ended 31 December 2018 \$'000	16 June 2017 to 31 December 2017 \$'000
Interest payable on loan from group undertakings	19,584	8,198



# WERNER EUROPEAN HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2018

### 8. TAXATION

	Year ended 31 December 2018 \$'000	16 June 2017 to 31 December 2017 \$'000
<b>Current tax</b>		
Current tax on loss for the year	-	-
<b>Total current tax</b>	-	-
<b>Deferred tax</b>		
Origination and reversal of timing differences	-	-
<b>Total deferred tax</b>	-	-
<b>Tax on loss</b>	-	-

#### Factors affecting tax charge for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 19% (16 June 2017 to 31 December 2017 - 19%). The differences are explained below:

	Year ended 31 December 2018 \$'000	16 June 2017 to 31 December 2017 \$'000
Loss before tax	(3,601)	(4,952)
Loss multiplied by standard rate of corporation tax in the UK of 19% (16 June 2017 to 31 December 2017 - 19%)	(684)	(941)
<b>Effects of:</b>		
Deferred tax not recognised on losses	683	941
Expenses not deductible	1	-
<b>Total tax charge for the year</b>	-	-

In recent years the UK Government has steadily reduced the rate of UK corporation tax, with the latest rates substantively enacted by the balance sheet date being 20% with effect from 1 April 2015, 19% effective from 1 April 2017 and 17% effective from 1 April 2020. The closing deferred tax assets and liabilities have been calculated at 17%, on the basis that this is the rate at which those assets and liabilities are expected to unwind.

No deferred tax asset has been recognised on the losses carried forward as the directors do not consider that they will be utilised in the foreseeable future.

# WERNER EUROPEAN HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2018

### 9. INVESTMENTS HELD AS FIXED ASSETS

	Investments in subsidiary companies \$'000
<b>Cost</b>	
At 1 January 2018 and 31 December 2018	250,000
<b>Net book value</b>	
At 31 December 2018	250,000
At 31 December 2017	250,000

On 24 July 2017 as part of a wider group restructure, the company acquired 100% of the issued share capital of Werner Luxembourg Holdings S.à.r.l. for consideration comprising the issue of 249,999,999 ordinary shares of \$1 each in the Company. The shares were issued at par.

#### Subsidiary undertakings

The following were subsidiary undertakings of the Company (\*- means it is an indirect subsidiary):

Name	Country of incorporation	Class of shares	Holding %	Nature of business
Werner Luxembourg Holdings S.à r.l.	Luxembourg	Ordinary	100%	Holding Company
Werner Global Holdings S.à r.l.	Luxembourg	Ordinary	100%*	Holding Company
Werner UK Operations Limited	United Kingdom	Ordinary	100%*	Trading Company
Werner Access Products Vietnam Co., Ltd	Vietnam	Ordinary	100%*	Trading Company
Werner International POC GmbH	Switzerland	Ordinary	100%*	Trading Company
Werner Ladder de Mexico S. de R.L. de C.V.	Mexico	Ordinary	100%*	Trading Company
Werner Access Products UK Holdings, Ltd.	United Kingdom	Ordinary	100%*	Trading Company
Werner UK Sales and Distribution Ltd.	United Kingdom	Ordinary	100%*	Trading Company
Youngman Group Limited	United Kingdom	Ordinary	100%*	Trading Company

**WERNER EUROPEAN HOLDING LIMITED****NOTES TO THE FINANCIAL STATEMENTS**  
**Year ended 31 December 2018****9. INVESTMENTS HELD AS FIXED ASSETS (continued)**

<b>Name</b>	<b>Country of incorporation</b>	<b>Class of shares</b>	<b>Holding %</b>	<b>Nature of business</b>
Werner Ladder Sales & Distribution S. de R.L. de C.V.	Mexico	Ordinary	99.97%	Trading Company
Werner Co Australia Holdings Pty Ltd	Australia	Ordinary	100%*	Holding Company
Werner Co Australia Pty Ltd	Australia	Ordinary	100%*	Trading Company
Werner Access Asia Co., Ltd.	Hong Kong	Ordinary	100%*	Holding Company
Werner China Access Products Co., Ltd.	China	Ordinary	100%*	Trading Company
Werner Access Products Canada ULC	Canada	Membership	100%*	Trading Company
Werner Access Products Philippines Inc.	Philippines	Common	100%*	Trading Company
Werner Co Holdings France SAS	France	Ordinary	100%*	Holding Company
CDH Group SAS	France	Ordinary	100%*	Trading Company
Axial Kft	Hungary	Ordinary	100%*	Trading Company
OOO CDH	Russia	Ordinary	100%*	Trading Company
Haemmerlin Limited	United Kingdom	Ordinary	100%*	Trading Company
Bescot	United Kingdom	Ordinary	100%*	Holding Company
Zarges Management Holding GmbH	Germany	Ordinary	100%*	Holding Company
Zarges GmbH	Germany	Ordinary	100%*	Trading Company
Zarges UK Ltd.	United Kingdom	Ordinary	100%*	Trading Company
Zarges AB	Sweden	Ordinary	100%*	Trading Company

# WERNER EUROPEAN HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2018

### 9. INVESTMENTS HELD AS FIXED ASSETS (continued)

Name	Country of incorporation	Class of shares	Holding %	Nature of business
Zarges KFT	Hungary	Ordinary	100%*	Trading Company
Zarges BV	Netherlands	Ordinary	100%*	Trading Company
Zarges Inc.	United States of America	Ordinary	100%*	Trading Company
Zarges GmbH	Austria	Ordinary	100%*	Trading Company
Zarges Aps	Denmark	Ordinary	100%*	Trading Company
Zages Sp. Z.o.o	Poland	Ordinary	55%*	Trading Company
Zages CZ, s.r.o.	Russia	Ordinary	100%*	Trading Company
Zargal SARL	France	Ordinary	100%*	Trading Company
Zarges Oy	Finland	Ordinary	100%*	Trading Company

#### Registered addresses:

Werner Luxembourg Holdings S.à r.l	2C, rue Albert Borschette Building K2-D1 L-246 Luxembourg, Grand-Duchy of Luxembourg
Werner Global Holdings S.à r.l	2C, rue Albert Borschette Building K2-D1 L-246 Luxembourg, Grand-Duchy of Luxembourg
Werner UK Operations Limited	The Causeway Maldon, Essex CM9 4LJ
Werner Access Products Vietnam Co., Ltd	No. 21 VSIP II-A, Street 27 Vietnam-Singapore Industrial Park II-A Tan Uyen Town Binh Duong Province, Vietnam
Werner International POC GmbH	Muhlentalstrasse 38 CH-8200 Schaffhausen
Werner Ladder de Mexico S. de R.L. de C.V.	Ave. Taguchi #251 Parque Industrial North Gate Cd. Juarez, Chihuahua, Mexico 32674

## WERNER EUROPEAN HOLDING LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2018

#### 9. INVESTMENTS HELD AS FIXED ASSETS (continued)

##### Registered addresses (continued):

Werner Access Products UK Holdings, Ltd.	The Causeway Maldon, Essex CM9 4LJ
Werner UK Sales and Distribution Ltd.	The Causeway Maldon, Essex CM9 4LJ
Youngman Group Limited	The Causeway Maldon, Essex CM9 4LJ
Werner Ladder Sales & Distribution S. de R.L. de C.V.	Ave. Taguchi #251 Parque Industrial North Gate Cd. Juarez, Chihuahua, Mexico 32674
Werner Co Austria Holdings Pty Ltd.	C/O CCS Corporate Services Suite 415, 410 Elizabeth Street Surry Hills, New South Wales 2010, Australia
Werner Co Australia Pty Ltd	C/O CCS Corporate Services Suite 415, 410 Elizabeth Street Surry Hills, New South Wales 2010, Australia
Werner Access Asia Co., Ltd.	C/O Amicorp Hong Kong Limited Suite 1306, 13/F., Ing Tower 308 Des Voeux Road Central, Hong Kong
Werner China Access Products Co., Ltd.	288-2 Tongxie Road Room 408, Changing District, Shanghai
Werner Access Products Canada ULC	400 – 725 Granville Street Vancouver, BC V7Y 1G5 CANADA
Werner Access Products Philippines Inc.	45 San Miguel Building 15/F 45 San Miguel Avenue Ortigas Center 1605 Pasig City
Werner Co Holdings France SAS	176 avenue du General de Gaulle 92200 Neuilly-sur-Seine
CDH Group SAS	979 Avenue de la Gare 27610 Romilly-sur-Andelle
Axial Kft	H-8002 Székesfehérvár Berényi út. 100 Hungary

# WERNER EUROPEAN HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2018

### 9. INVESTMENTS HELD AS FIXED ASSETS (continued)

#### Registered addresses (continued):

OOO CDH	123112 Moscow Presenskaya Nab. 12 Moskva city- Federation 44 floor- Office 4403 /1
Haemmerlin Limited	Bescot Crescent Bescot Walsall, West Midlands WS1 4NX
Bescot	Bescot Crescent Bescot Walsall, West Midlands WS1 4NX
Zarges Management Holding GmbH	Zargesstraße 7 82362 Weilheim, Germany
Zarges GmbH	Zargesstraße 7 82362 Weilheim, Germany
Zarges UK Ltd.	8 Holdom Avenue Bletchley, Milton Keynes MK 1 1QU, England
Zarges AB	195 60 Arlandastad Stockholm
Zarges KFT	Jokai u. 26 1066 Budapest, Hungary
Zarges BV	Oisterwijk, Netherlands
Zarges Inc.	160 Greentree Drive, Suite 101 Dover, DE 19801
Zarges GmbH	Hallergasse 37, 1110 Wein, Austria
Zarges Aps	Roholmsvej 15 2620 Albertslund
Zarges Sp. Z.o.o	Sosnowiec, Poland
Zarges CZ, s.r.o.	Hnevkovsekeho 574/84 Komarov, 617 00 Brno
Zargal SARL	4, rue Georges Guynemer – ZA Activeum – 67120 Altorf, France
Zarges Oy	Tatti 7, 00760 Helsinki, Finland

Werner European Holding Limited has a 45 per cent interest in Werner Finco LP, a limited partnership governed by United States of America law. Werner Finco LP's head office is 2C, rue Albert Borshchette, Luxembourg, L-1246 Luxembourg.

# WERNER EUROPEAN HOLDING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2018

### 10. DEBTORS

	2018 \$'000	2017 \$'000
Due within one year:		
Loans due from group undertakings	270,696	255,547
Prepayments and accrued income	8,813	10,198
Derivates	198	-
	<u>279,707</u>	<u>265,745</u>

The amounts owed by group undertakings are unsecured and repayable on demand. Interest is charged at a range of 3.25%-7%.

### 11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2018 \$'000	2017 \$'000
Loans due to group undertakings	285,946	268,396
Accruals	13	-
	<u>285,959</u>	<u>268,396</u>

Loans due to group undertakings are unsecured and repayable on demand. Interest is payable on outstanding loan amounts at various rates of 8.75% fixed and LIBOR plus 4%.

### 12. CALLED UP SHARE CAPITAL AND RESERVES

	2018 \$'000	2017 \$'000
240,000,001 ordinary shares of US\$1 each	240,000	240,000
12,301,035 redeemable preferred shares of US\$1 each	12,301	12,301
	<u>252,301</u>	<u>252,301</u>

The preference shares are redeemable at the option of the company. The shares rank pari passu in all other respects.

The company's other reserve is as follows:

The profit and loss reserve represents cumulative profits or losses.

## **WERNER EUROPEAN HOLDING LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

**Year ended 31 December 2018**

#### **13. ULTIMATE PARENT COMPANY**

The ultimate holding and controlling company of Werner European Holding Limited is Willa MidCo S.à.r.l., a company registered in Luxembourg.

In line with paragraph 33.1A of FRS102, the company has not disclosed transactions with members of the group headed by Willa MidCo S.à.r.l., on the grounds that 100% of the voting rights of the company are controlled within that group and the company is included in those consolidated financial statements. Copies of the consolidated statements are available through the following website [www.rcsl.lu](http://www.rcsl.lu)

#### **14. SUBSEQUENT EVENTS**

There are no significant subsequent events.