

Dover Fluids UK Limited

Annual Report and Financial Statements

For the year ended 31 December 2022

Dover Fluids UK Limited

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Dover Fluids UK Limited

Company information

Directors	V Fisson R Amir
Company secretary	R Amir
Registered office	Midland House 2 Poole Road Bournemouth Dorset BH2 5QY
Registration number	02304713
Independent auditors	Mazars LLP 1 St Peter's Square Manchester M2 3DE
Bankers	Deutsche Bank 6 Bishopsgate London EC2N 4DA
Solicitors	Mishcon de Reya Summit House 12 Red Lion Square London WC1R 4QD

Dover Fluids UK Limited

**Strategic report
for the year ended 31 December 2022**

The directors present their Strategic report with the audited financial statements of the Dover Fluids UK Limited (the "Company") for the year ended 31 December 2022.

Business review and principal activities

The Company acts as a holding company for certain subsidiaries of Dover Corporation based in the UK, Australia, Dubai and South Africa. The Company is a private company limited by shares.

The principal activity of the Company during the year was the management of investments and certain activities relating to the group where co-ordination facilitates more effective management, mainly in the areas of accounting, taxation and treasury facilities.

Dover Fluids UK Ltd is a wholly owned subsidiary of Dover Corporation, a diversified global manufacturer of value-added products and components that serve a variety of industrial and commercial markets. The Company's investments in subsidiaries include the majority of Dover operations in the UK and also in a number of Dover companies in Australia, Dubai and South Africa. All investments are listed within the notes to the financial statements.

The Company's loss for the financial year was £20,814,000 (2021: profit of £37,822,000). This financial result derives mostly from foreign exchange losses and interest payable being in excess of income from group undertakings.

During the year under review, no impairments of investments were made (2021: £4,161,000). Dover Luxembourg Participations SARL transferred its entire shareholding in Destaco UK Limited to the Company at a consideration of £27,307,000. The Company issued 2 ordinary shares of nominal value of £1 each at a premium of £27,306,998 as consideration. Destaco UK Limited transferred its shareholding in Vehicle Service Group UK Limited to the Company at a consideration of £11,943,000. The consideration was paid through the cash pool. The Company transferred its entire shareholding in Quantex Arc Limited to Em-tech GmbH for a consideration of £15,271,000 which represented its carrying value.

In the future, the costs of the Company will be covered by dividend income from its investments. The directors believe that the underlying business will generate profits and dividends in the future that will supply an appropriate return on the investments. The directors have received confirmation that Dover Luxembourg Participations SARL (the immediate parent Company) intends to support the Company in order that it can meet its liabilities as they fall due for at least one year after the financial statements are signed and therefore the directors believe the Company to be a going concern.

Key performance indicators

At 31 December 2022, the Company's net assets were £55,405,000 (2021: £48,913,000). The increase in net assets during 2022 derives mostly from the issuance of shares.

Principal risks and uncertainties and financial risk management

The principal risks and uncertainties facing the business are connected to foreign exchange rate fluctuations. These are managed in conjunction with Dover Corporation's Treasury department. Loans from parent undertakings are denominated in Swedish Krona and Euros hence the Company is exposed to volatility when translating these amounts to Sterling.

Given the size of the Company, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the Company's finance department. The Company has a policy and procedures manual that sets out specific guidelines to manage interest rate risk and credit risk. The performance of subsidiary investments is reported on a monthly basis, and impairment assessments are performed annually or when impairment triggers are identified.

Dover Fluids UK Limited

**Strategic report (continued)
for the year ended 31 December 2022**

Principal risks and uncertainties and financial risk management (continued)

Price risk

The Company has a limited exposure to commodity price risk as a result of its operations. Given the size of the Company's operations, the costs of managing exposure to commodity price risk exceed any potential benefits. The directors will revisit the appropriateness of this policy should the Company's operations change in size or nature.

Credit risk

The main transactions of the Company are with companies within the group, and so the Company has limited exposure to credit risk.

Liquidity risk

The management of the Company's liquidity risk resides with the parent company.

Interest rate risk

The Company has interest bearing intercompany payables. Interest on the intercompany advance account is reviewed quarterly and interest on loan notes is fixed. The directors will revisit the appropriateness of this policy should the Company's operations change in size or nature.

Foreign exchange risk

The Company has loans from parent undertakings which are denominated in Swedish Krona and Euros, hence it is exposed to volatility when translating these amounts to Sterling.

This report was approved by the Board on.....29 June..... 2023 and signed on its behalf by:

DocuSigned by:

F3E56E1369AE4AE
.....
R Amir
Director

Dover Fluids UK Limited

Directors' report for the year ended 31 December 2022

The directors present their annual report and the audited financial statements of the Company for the year ended 31 December 2022.

Directors

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

V Fisson
R Amir
L Esse (resigned on 1 June 2022)

Dividends

The directors do not recommend the payment of a dividend (2021: £nil).

Financial risk management

Information on the Company's financial risk management policies can be found in the Strategic report.

Future developments

The Company is actively involved in the management of Dover Corporation's investments in the UK, Australia and Dubai and South Africa, in line with Dover Corporation guidelines and actively supports targeted acquisition activity. The Company is not involved in the day to day operations of the businesses, but rather offers corporate services including taxation, banking, treasury management, company secretarial activities and co-ordination of accounting and audit services, and will continue to do so in the future.

Going concern

The directors have reasonable expectation that the underlying business will generate profits and dividends in the future that will supply an appropriate return on the investments. The directors have received confirmation that Dover Luxembourg Participations SARL intends to support the Company in order that it can meet its liabilities as they fall due for at least one year after the financial statements are signed. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

Charitable and political donations

The Company did not make any charitable and political donations during the year (2021: £nil).

Directors' confirmations

The directors consider that the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

In the case of each director in office at the date the Directors' report is approved:

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

Dover Fluids UK Limited

Directors' report (continued) for the year ended 31 December 2022

Post balance sheet events

On 27 January 2023, a resolution was passed to liquidate Waukesha Bearings Russia, a subsidiary company.

On 30 March 2023, the Company entered into a loan agreement as a borrower with Em-Tec GmbH as lender, to borrow €14,031,094.20 (£12,391,000) at an interest rate of 1.85% for a period of 10 years. Also on 30 March 2023, the Company purchased 100% of the share capital in Quantex Arc from Em-Tec GmbH for an amount of €14,031,094.20 (£12,391,000). Also on 30 March 2023, the Company issued one ordinary share with a nominal value of £1 to its sole shareholder, for a total subscription price of €18,589,465.47 (£16,416,542.39), which is satisfied by assignment of a loan where the sole shareholder acts as lender and Em-Tec GmbH acts as borrower for an amount equal to the subscription price.

On 23 June 2023 the Company cancelled 28,845,020 ordinary shares of £1 each and, cancelled the entire share premium account of the Company amounting to £44,048,000 and credited the distributable reserve for a total amount of £72,893,020.

On 26 June 2023, the Company capitalised £8,357,270 of capital contribution reserve into ordinary shares of £1 each.

On 27 June 2023, the Company cancelled 8,357,270 ordinary shares of £1 each and credited the distributable reserve.

Independent auditors

Mazars LLP will be deemed to be reappointed in accordance with Section 487 of the Companies Act 2006.

This report was approved by the Board on 29 June 2023 and signed on its behalf by:

DocuSigned by:

F3E56E1369AE4AE
R Amir
Director

Dover Fluids UK Limited

Statement of directors' responsibilities in respect of the financial statements

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

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

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

- select suitable accounting policies and apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are 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.

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.

Dover Fluids UK Limited

Independent auditors' report to the members of Dover Fluids UK Limited**Opinion**

We have audited the financial statements of Dover Fluids UK Limited (the 'Company') for the year ended 31 December 2022 which comprise the profit and loss account, the balance sheet and the statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its loss for the year 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 Auditors' 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 United Kingdom, including the Financial Reporting Council'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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our audit procedures to evaluate the directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included but were not limited to:

- Undertaking an initial assessment at the planning stage of the audit to identify events or conditions that may cast significant doubt on the Company's ability to continue as a going concern;
- Obtaining an understanding of the relevant process relating to the directors' going concern assessment and making inquiries of the directors to understand the period of assessment considered by them;
- Obtaining and reviewing a letter of support from the directors of the parent company, Dover Luxembourg Participants SARL (as disclosed in note 2), and assessing the parent company's ability to provide support to the Company for a period of at least twelve months from when the financial statements are authorised for issue;
- Considering the consistency of the directors' going concern assessment against evidence we obtained in other areas of our audit; and
- Evaluating the appropriateness of the directors' disclosures in the financial statements on going concern.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Dover Fluids UK Limited

Independent auditors' report to the members of Dover Fluids UK Limited (continued)
Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We summarise below the key audit matters in forming our audit opinion above, together with an overview of the principal audit procedures performed to address each matter and key observations arising from those procedures. The matters set out below are in addition to going concern which, as set out in the "Conclusions relating to going concern" section above, was also identified as a key audit matter.

These matters, together with our findings, were communicated to those charged with governance through our Audit Completion Report.

Key audit matter
How our scope addressed this matter
Impairment of investments

Refer to note 12 of the financial statements

We made inquiries of management to understand the process they undertook to identify indicators of impairment

The Company holds a number of investments in subsidiaries and, to corroborate this process, we compared the carrying value of each material investment to the net assets of the investments are held at cost less accumulated impairment. related underlying business.

The directors conduct an exercise at the year end to determine whether investments in subsidiaries should be subject to a full impairment review, based on whether an indicator of impairment is identified. For those material investments where a full impairment review was undertaken by the directors, we:

Where an impairment indicator was identified in an investment, the directors carried out a full impairment review by assessing the net assets of the investment and by using a discounted cash flow model. The directors concluded no further impairment was required to the investment carrying value.

- reperformed the calculations in the impairment models to ensure they were mathematically accurate;
- considered the most recent financial statements of the underlying businesses;
- considered and challenged the sensitivity of the models and assumptions;
- conducted sensitivity analysis by considering the impact of changing one assumption in isolation and reviewing the sensitivity of the models to weighted average cost of capital (WACC); and
- reviewed any post year end data to understand if this had an impact on the carrying value of the investments as at the 31 December 2022.

Given the significant value of the investments on the balance sheet, the current economic conditions and the judgements required in forming the assumptions applied by the directors in their impairment reviews, we identified the impairment of investments as a key audit matter

Our observations

From the audit procedures carried out, we are satisfied that the carrying value of investments is reasonable.

Dover Fluids UK Limited

Independent auditors' report to the members of Dover Fluids UK Limited (continued)

Our application of materiality and an overview of the scope of our audit

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and on the financial statements as a whole. Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Overall materiality	£17,379,000
How we determined it	2% of total assets
Rationale for benchmark applied	The Company is a holding company for certain subsidiaries of Dover Corporation with its principal activity being the management of these investments.
Performance materiality	Performance materiality is set to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements in the financial statements exceeds materiality for the financial statements as a whole.
	Performance materiality of £13,903,000 was applied in the audit, which is 80% of overall materiality.
Reporting threshold	We agreed with the directors that we would report to them misstatements identified during our audit above £521,000 as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

As part of designing our audit, we assessed the risk of material misstatement in the financial statements, whether due to fraud or error, and then designed and performed audit procedures responsive to those risks. In particular, we looked at where the directors made subjective judgements such as making assumptions on significant accounting estimates.

We tailored the scope of our audit to ensure that we performed sufficient work to be able to give an opinion on the financial statements as a whole. We used the outputs of a risk assessment, our understanding of the Company, its environment, controls and critical business processes, to consider qualitative factors in order to ensure that we obtained sufficient coverage across all financial statement line items.

Other information

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

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

We have nothing to report in this regard.

Dover Fluids UK Limited

Independent auditors' report to the members of Dover Fluids UK Limited (continued)**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.

Matters on which we are required to report by exception

In 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 Strategic report or the Directors' report.

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

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

Responsibilities of directors

As explained more fully in the Statement of directors' responsibilities set out on page 6, 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 Auditors' 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.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

Dover Fluids UK Limited

Independent auditors' report to the members of Dover Fluids UK Limited (continued)**Auditor's responsibilities for the audit of the financial statements (continued)**

Based on our understanding of the company and its industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements: employment regulation and anti-money laundering regulation.

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- Inquiring of management and, where appropriate, those charged with governance, as to whether the Company is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance with laws and regulations;
- Inspecting correspondence, if any, with relevant licensing or regulatory authorities;
- Communicating identified laws and regulations throughout our engagement team and remaining alert to any indications of non-compliance throughout our audit; and
- Considering the risk of acts by the Company which were contrary to the applicable laws and regulations, including fraud.

We also considered those laws and regulations that have a direct effect on the preparation of the financial statements, such as tax legislation, pension legislation, the Companies Act 2006.

In addition, we evaluated the directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of management override of controls, and determined that the principal risks related to posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates, in particular in relation to the impairment of investments, revenue recognition (which we pinpointed to the cut off assertion), and significant one-off or unusual transactions.

Our audit procedures in relation to fraud included but were not limited to:

- Making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud; and
- Addressing the risks of fraud through management override of controls by performing journal entry testing.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's report.

Dover Fluids UK Limited

Independent auditors' report to the members of Dover Fluids UK Limited (continued)

Use of the audit 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.



Neil Barton (Senior statutory auditor)
for and on behalf of Mazars LLP
Chartered Accountants and Statutory Auditor
1 St Peter's Square
Manchester
M2 3DE

Date: 29 JUNE 2023.

Dover Fluids UK Limited

**Profit and loss account
for the year ended 31 December 2022**

	<i>Note</i>	<i>2022 £000</i>	<i>2021 £000</i>
Administrative expenses including foreign exchange loss of £16,550,000 (2021: gain of £49,700,000)		(17,410)	48,770
Amounts written off investments	4	-	(4,161)
Other operating income	5	739	611
Income from shares in group undertakings	6	18,558	20,000
Operating profit	7	<u>1,887</u>	<u>65,220</u>
Interest receivable and similar income	8	159	1
Interest payable and similar expenses	9	(21,781)	(26,820)
(Loss)/profit before tax		<u>(19,735)</u>	<u>38,401</u>
Tax on (loss)/profit	10	(1,079)	(579)
(Loss)/profit for the financial year		<u><u>(20,814)</u></u>	<u><u>37,822</u></u>

There were no recognised gains and losses for 2022 or 2021 other than those included in the statement above.

The above results were derived from continuing operations.

The notes on pages 16 to 30 form an integral part of these financial statements.

Dover Fluids UK Limited**Balance sheet
as at 31 December 2022****Registration number: 02304713**

	<i>Note</i>	<i>2022 £000</i>	<i>2021 £000</i>
Fixed assets			
Intangible assets	11	1,777	2,044
Investments	12	847,470	823,491
		<u>849,247</u>	<u>825,535</u>
Current assets			
Debtors: amounts falling due within one year	13	15,088	15,360
Cash at bank and in hand	14	4,594	25,740
		<u>19,682</u>	<u>41,100</u>
Creditors: amounts falling due within one year	15	(102,762)	(125,411)
Net current liabilities		<u>(83,080)</u>	<u>(84,311)</u>
Total assets less current liabilities		<u>766,167</u>	<u>741,224</u>
Creditors: amounts falling due after more than one year	16	(710,762)	(692,311)
Net assets		<u><u>55,405</u></u>	<u><u>48,913</u></u>
Capital and reserves			
Called up share capital	17	28,846	28,846
Share premium account	18	27,631	325
Capital contribution reserve	18	8,357	8,357
Retained earnings	18	(9,429)	11,385
Total shareholders' funds		<u><u>55,405</u></u>	<u><u>48,913</u></u>

These financial statements on pages 13 to 30 were approved by the Board of Directors on.....**29 June**.....2023 and were signed on its behalf by:

DocuSigned by:

 F3E58E1369AE4AE.....
 R Amir
 Director

The notes on pages 16 to 30 form an integral part of these financial statements.

Dover Fluids UK Limited

**Statement of changes in equity
for the year ended 31 December 2022**

	<i>Called up share capital</i>	<i>Share premium account</i>	<i>Capital contribution reserve</i>	<i>Retained earnings</i>	<i>Total shareholders' funds</i>
	<i>£000</i>	<i>£000</i>	<i>£000</i>	<i>£000</i>	<i>£000</i>
Balance at 1 January 2021	28,846	325	8,357	(26,437)	11,091
Profit for the financial year	-	-	-	37,822	37,822
Balance at 31 December 2021 and 1 January 2022	28,846	325	8,357	11,385	48,913
Loss for the financial year	-	-	-	(20,814)	(20,814)
Shares issued during the year (note 17)	-	27,306	-	-	27,306
Balance at 31 December 2022	28,846	27,631	8,357	(9,429)	55,405

The notes on pages 16 to 30 form an integral part of these financial statements.

Dover Fluids UK Limited

**Notes to the financial statements
for the year ended 31 December 2022****1. General information**

Dover Fluids UK Ltd is a private company, limited by shares, incorporated and domiciled in the United Kingdom and registered in England. The Company's registered number and registered office address can be found on the Company information page 1.

The principal activities of the Company are described in the Strategic report on page 2.

The Company is a wholly owned subsidiary of Dover Luxembourg Participations SARL and of its ultimate parent, Dover Corporation. It is included in the consolidated financial statements of Dover Corporation which are publicly available and may be obtained from its principal place of business which is 3005 Highland Parkway Suite 200, Downers Grove, IL65015, USA. Therefore, the Company is exempt by virtue of section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

These financial statements are the Company's separate financial statements.

2. Accounting policies**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.

Basis of preparation

The Company's financial statements have been prepared in compliance with United Kingdom accounting standards, comprising Financial Reporting Standard 102, "the financial reporting standard applicable in the United Kingdom and Republic Ireland" ("FRS 102") and the Companies Act 2006.

The financial statements have been prepared in Sterling which is the functional currency of the Company rounded to the nearest thousand. These financial statements are prepared on a going concern basis, under the historical cost convention.

The Company has taken advantage of the following disclosure exemptions under FRS 102:

- (a) the requirement to prepare a statement of cash flows, under FRS 102 paragraph 1.12(b), on the basis that it is a qualifying entity and its ultimate parent company, Dover Corporation, includes the Company's cash flows in its own consolidated financial statements (Section 7 Statement of Cash Flows and Section 3 Financial Statement Presentation paragraph 3.17 (d)).
- (b) the requirement to disclose transactions with wholly owned subsidiaries within the group (Section 33 Related Party Disclosures paragraph 33.1a).
- (c) the requirements of Sections 11 and 12 for certain financial instrument disclosures, as listed by section 1, paragraph 1.12 (c), where such disclosures are presented in the consolidated financial statements of the group in which the Company is consolidated.

Going concern

The directors have reasonable expectation that the underlying business will generate profits and dividends in the future that will supply an appropriate return on the investments. The directors have received confirmation that Dover Luxembourg Participations SARL intends to support the Company in order that it can meet its liabilities as they fall due for at least one year after the financial statements are signed. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

Dover Fluids UK Limited

**Notes to the financial statements
for the year ended 31 December 2022 (continued)****2. Accounting policies (continued)****Investments**

Investments in subsidiaries are accounted for at cost less any provision for impairment. The value of investments is reviewed annually by the directors or more frequently if there is a triggering event and provision made where the investment's carrying amount exceeds its recoverable amount. Impairment losses are recognised in the profit and loss account. Where an impairment loss subsequently reverses, the carrying amount of the investment is increased to the revised estimate of its recoverable amount, not to exceed the carrying amount that would have been determined had no impairment losses been recognised for the investment in prior years. A reversal of impairment loss is recognised immediately in the profit and loss account.

Financial Instruments

The Company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments. Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial assets

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

Impairment of financial assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or group of financial assets is impaired. Impairment losses are recognised in administrative expenses in the profit and loss account for the excess of the carrying value of the asset over the present value of the estimated future cash flows.

Financial liabilities

Basic financial liabilities, including trade and other payables and loans from fellow group companies are recognised at transaction price.

Offsetting

Financial assets and liabilities are offset only when the Company currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Derecognition of financial assets and liabilities

A financial asset is derecognised only when the contractual right to the cash flows expire or are settled, or substantially all the risks and rewards of ownership are transferred to another party, or if some of the significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party without imposing additional restrictions.

A financial liability (or part thereof) is derecognised when the obligation specified in the contract is discharged, cancelled or expired.

Dover Fluids UK Limited

**Notes to the financial statements
for the year ended 31 December 2022 (continued)**
2. Accounting policies (continued)
Interest bearing loans and borrowings

Obligations for loans and borrowings are recognised when the Company becomes party to the related contracts and are measured initially at the fair value of consideration received less directly attributable transaction costs. After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Gains and losses arising on the repurchase, settlement or otherwise cancellation of liabilities are recognised respectively in interest receivable and similar income and interest payable and similar expenses.

Foreign currencies
i. Functional and presentational currency

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

ii. Transactions and balances

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

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

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account except where deferred in other comprehensive income as qualifying cash flow hedges.

All foreign exchange gains and losses are presented in the profit and loss account within 'Administrative expenses'.

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.

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.

Deferred tax arises from timing differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is recognised on a non-discounted basis.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Dover Fluids UK Limited

**Notes to the financial statements
for the year ended 31 December 2022 (continued)****2. Accounting policies (continued)****Related party transactions**

The Company discloses transactions with related parties which are not wholly owned within the same group. Where appropriate, transactions of a similar nature are aggregated unless, in the opinion of the directors, separate disclosure is necessary to understand the effect of the transactions on the financial statements.

Intangible assets

Intellectual property rights arising on business acquisitions is included in the balance sheet and amortised over their remaining useful life as follows:

- Intellectual property - 15 years

The related royalty income is recognised on an accruals basis in accordance with the substance of the relevant agreement.

Pension costs

The Company operates a defined contribution pension scheme. The scheme funds, which are administered by trustees, are independent of the Company's finances. The Company's contributions to the funds are charged to the profit and loss account in the year in which the contributions are paid.

Interest income

Interest income is recognised as interest accrues using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to its net carrying amount.

Finance cost

Finance costs are charged to 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. Bank charges are recognised in the year in which they are incurred.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Dover Fluids UK Limited

**Notes to the financial statements
for the year ended 31 December 2022 (continued)****2. Accounting policies (continued)****Judgements and key sources of estimation uncertainty**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities at the balance sheet date and the amounts reported for income and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

The Company applied no material judgements within the period.

The following estimate is dependent upon assumptions which could change in the next financial year and have a material effect on the carrying amounts of assets and liabilities recognised at the balance sheet date:

Impairment of non financial assets

Where there are indicators of impairment of individual assets, the Company performs impairment tests based on a value in use calculation. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash flows and the growth rate used for extrapolation purposes.

3. Employee information and directors' remuneration

The directors did not receive any emoluments during the year (2021: £nil). The directors received emoluments from Dover Luxembourg Participations Sarl during the year, as their services to Dover Fluids UK Ltd were merely incidental to their other services within the group. An allocation for their services to this Company cannot be determined.

The Company had no employees during the year (2021: none).

4. Amounts written off investments

	2022 £000	2021 £000
Impairment of investments	-	(4,161)

During 2021, the Company impaired it's investment in Dover Business Services EMEA Ltd due to a management decision of striking off the subsidiary.

During 2021, the Company impaired it's investment in Quantex Arc Ltd. due to increase in its net debt.

Dover Fluids UK Limited**Notes to the financial statements
for the year ended 31 December 2022 (continued)****5. Other operating income**

	<i>2022</i>	<i>2021</i>
	<i>£000</i>	<i>£000</i>
Royalty income	739	611

The royalty income is in relation to Company's intangible asset, in accordance with the substance of the relevant agreement.

6. Income from shares in group undertakings

	<i>2022</i>	<i>2021</i>
	<i>£000</i>	<i>£000</i>
Income from shares in group undertakings	18,558	20,000

During 2022, Waukesha Bearings Limited, Fibrelite Composites Limited and HP Guatemala paid dividends to the Company.

During 2021, Dover Refrigeration & Food Equipment UK Ltd paid dividends to the Company.

7. Operating profit

Operating profit is stated after charging/(crediting):

		<i>2022</i>	<i>2021</i>
		<i>£000</i>	<i>£000</i>
Foreign exchange loss/(gain)		16,550	(49,700)
Amortisation on intangible assets	11	267	267
Auditor's remuneration - audit of these financial statements		20	19
Impairment of investments	12	-	4,161

The intercompany loans are denominated in Euro and Swedish Krona. The foreign exchange gains arose on the translation into Sterling at the closing rate for the period.

There are no amounts payable to the auditors for any non-audit services (2021: £nil).

Dover Fluids UK Limited

**Notes to the financial statements
for the year ended 31 December 2022 (continued)**
8. Interest receivable and similar income

	<i>2022</i> <i>£000</i>	<i>2021</i> <i>£000</i>
Bank interest receivable	159	1

9. Interest payable and similar expenses

	<i>2022</i> <i>£000</i>	<i>2021</i> <i>£000</i>
Bank interest payable	1	1
Interest on amounts owed to group undertakings	17,421	17,573
Interest on amounts owed to parent undertakings	4,359	9,246
	<u>21,781</u>	<u>26,820</u>

10. Tax on (loss)/profit

	<i>2022</i> <i>£000</i>	<i>2021</i> <i>£000</i>
Current tax		
UK corporation tax for the financial year	-	31
Adjustments in respect of prior years	1,042	548
Foreign tax relief/other relief	-	(31)
	<u>1,042</u>	<u>548</u>
Foreign tax suffered	37	31
Total current tax	<u>1,079</u>	<u>579</u>
Tax charged to profit and loss account	<u>1,079</u>	<u>579</u>

Dover Fluids UK Limited

**Notes to the financial statements
for the year ended 31 December 2022 (continued)**
10. Tax on (loss)/profit (continued)
Factors affecting the tax charge for the year

The tax on (loss)/profit before tax for the year is higher than the standard rate of corporation tax in the UK (2021: lower than) of 19% (2021: 19%)

The differences are reconciled below:

	2022 £000	2021 £000
(Loss)/profit before tax	(19,735)	38,401
(Loss)/profit multiplied by the standard rate of corporation tax in the UK of 19% (2021: 19%)	(3,750)	7,296
Expenses not deductible for tax purposes	5	808
Income not taxable	(3,526)	(3,800)
Effects of group relief/other reliefs	7,278	(4,273)
Effect of foreign tax rates	30	-
Adjustments in respect of prior years	1,042	548
Total tax charge for the financial year	1,079	579

In the Budget 2021, the government announced that the rate of Corporation Tax will increase to 25% from 1 April 2023 for businesses with profits of £250,000 or more. The rate will remain at 19% until that date. The legislation to implement this new law has not been substantively enacted as of the date of this report, and therefore no adjustment to deferred tax balances has been recognised in the financial statements. However, the impact of the rate change is not expected to be material to the Company.

Dover Fluids UK Limited

**Notes to the financial statements
for the year ended 31 December 2022 (continued)**
11. Intangible assets

	<i>Intellectual Property £000</i>
Cost	
At 1 January 2022 and 31 December 2022	4,011
Accumulated amortisation	
At 1 January 2022	1,967
Charge for the year	267
At 31 December 2022	2,234
Net book value	
At 31 December 2022	1,777
At 31 December 2021	2,044

The intellectual property relates to intellectual property rights of Liquip International Pty Ltd acquired in 2014.

All assets are measured at amortised cost.

Dover Fluids UK Limited

**Notes to the financial statements
for the year ended 31 December 2022 (continued)**
12. Investments

	<i>Shares in group undertakings £000</i>
Cost	
At 1 January 2022	833,441
Additions	39,250
Disposals	(15,271)
At 31 December 2022	<u>857,420</u>
Impairment	
At 1 January 2022	9,950
At 31 December 2022	<u>9,950</u>
Net book value	
At 31 December 2022	<u>847,470</u>
At 31 December 2021	<u>823,491</u>

On October 28 2022, Dover Luxembourg Participations SARL transferred its entire shareholding in Destaco UK Limited to the Company at a consideration of £27,307,000. The Company issued 2 ordinary shares of nominal value of £1 each at a premium of £27,306,998 as consideration.

On October 28 2022, Destaco UK Limited transferred its shareholding in Vehicle Service Group UK Limited to the Company at a consideration of £11,943,000. The consideration was paid through the cash pool.

On March 31 2022, the Company transferred its entire shareholding in Quantex Arc Limited to Em-tech GmbH for a consideration of £15,271,000 which represented its carrying value.

On June 1 2021, Quantex Arc Ltd was acquired for £17,106,000 with £613,000 as contingent consideration.

On October 1 2021, Fibrelite Composites Limited was acquired for £18,707,000.

On September 22 2021, additional capital injection of amount £2,326,000 was made in Dover Business Services EMEA Ltd. During September 2021, the management decided to strike off the subsidiary company. The Company was stricken off on June 29 2022 and finally dissolved on July 5 2022.

The directors believe that the carrying value of the investments is supported by the recoverable amount with no impairment necessary.

Dover Fluids UK Limited

**Notes to the financial statements
for the year ended 31 December 2022 (continued)**
12. Investments (continued)

The subsidiaries at 31 December 2022 are:

Subsidiary undertakings	Principal activities
BSC Filters Limited	Design and manufacture of filters for the microwave industry
Cook Compression Limited	Design, manufacture and sale of compressor valves
Dover Refrigeration & Food Equipment UK Limited	Holding company for refrigeration & food equipment segment of the Dover group
Dover UK Pensions Limited	Pension fund funding vehicle for the Dover UK corporate group
Hydro Systems Europe Limited	Sale of proportioning and dispensing systems
Waukesha Bearings Limited	Manufacture of industrial bearings
Dover Australia Holdings Pty Ltd	Holding company for Liquip International Pty Ltd
Dover EMEA FZE	Dover representative office for the Dubai region
Fairbanks Environmental Ltd	Wetstock management
Dover Operations South Africa Proprietary Limited	Providing business development to the African region.
Fibrelite Composites Limited	Manufacture of other plastic products
Destaco UK Limited	Design and manufacture of tooling for automotive press shops and the distribution of clamps
Vehicle Service Group UK Limited	Manufacture of lifts, vehicle testing and while alignment equipment

All subsidiaries are wholly owned, incorporated in the United Kingdom and are registered in England and Wales with the exception of Dover Australia Holdings Pty Ltd which is registered in Australia, Dover EMEA FZE which is registered in Dubai, Dover Business Services EMEA Ltd which is registered in Scotland and Dover Operations South Africa Proprietary Limited which is registered in South Africa.

Dover Fluids UK Limited**Notes to the financial statements
for the year ended 31 December 2022 (continued)****13. Debtors: amounts falling due within one year**

	2022 £000	2021 £000
Amounts owed by group undertakings	7,834	7,728
Other receivables	41	1
VAT receivable	-	9
Corporation tax	7,213	7,622
	<u>15,088</u>	<u>15,360</u>

Amounts owed by group undertakings are interest free, unsecured, have no fixed date of repayment and are repayable on demand (2021: £nil).

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

14. Cash at bank and in hand

	2022 £000	2021 £000
Cash on hand	<u>4,594</u>	<u>25,740</u>

15. Creditors: amounts falling due within one year

	2022 £000	2021 £000
Trade creditors	15	2
Amounts owed to parent undertakings	95,945	117,153
Amounts owed to group undertakings	6,695	8,227
Other payables	-	1
VAT payable	38	-
Accruals and deferred income	69	28
	<u>102,762</u>	<u>125,411</u>

At 31 December 2022, amounts owed to parent undertaking included a cash pool which had a total balance of £87,996,000 (2021: £116,844,000). They are denominated in GBP, unsecured, have no fixed date of repayment and are repayable on demand. Interest was charged based on sterling SONIA IBOR 3 months plus 70 basis points (2021: LIBOR plus 50 basis points).

Amounts owed to group undertakings are unsecured, have no fixed date of repayment and are repayable on demand.

There were £nil overdraft facilities in place at 31 December 2022 (2021: £nil).

Dover Fluids UK Limited**Notes to the financial statements
for the year ended 31 December 2022 (continued)****16. Creditors: amounts falling due after more than one year**

	2022 £000	2021 £000
Amounts owed to parent undertakings	171,308	174,220
Amounts owed to group undertakings	539,454	518,091
	<u>710,762</u>	<u>692,311</u>

£151,994,329 equivalent to SEK 1,916,901,000 (2021: £157,444,000) of the amount owed to parent undertaking is unsecured and repayable in full on 1 January 2027 along with accrued interest of £2,197,943. Interest is charged at 1.427% per annum.

£299,940,363 equivalent to €340,946,425 (2021: £288,062,000) of the amount owed to group undertaking is unsecured and repayable in full on 1 January 2024. Interest is charged at 3.33% per annum.

£239,514,195 equivalent to €272,259,151 (2021: £230,029,000) of the amount owed to group undertaking is unsecured and repayable in full on 1 January 2024. Interest is charged at 3.33% per annum.

£16,936,728 (2021: £16,776,000) of the amount owed to parent undertaking is unsecured and repayable in full on 23 June 2031 along with accrued interest of £179,915. Interest is charged at 2.03% per annum.

17. Called up share capital

	2022 £000	2021 £000
Allocated and fully paid		
28,846,019 (2021: 28,846,017) ordinary shares of £1 each	<u>28,846</u>	<u>28,846</u>

There is a single class of ordinary shares. There are no restrictions on the distribution of dividends and the repayment of capital.

On October 28 2022, the Company issued two shares to Dover Luxembourg Participations SARL with nominal value of £1 each at a premium of £27,306,998.

18. Reserves*Share premium account*

Share premium account comprises of the amount subscribed for share capital in excess of nominal value.

Capital contribution reserve

Capital contribution reserve comprises capital contributions from the parent company, Dover Luxembourg Participations SARL. No contributions were received during the year (2021: £nil).

19. Related parties

The Company has taken advantage of the exemption under FRS102 Section 33 *Related party disclosures* (paragraph 33.1a) not to disclose transactions with fellow wholly owned subsidiaries.

Dover Fluids UK Limited

**Notes to the financial statements
for the year ended 31 December 2022 (continued)**
20. Ultimate parent company

The smallest and largest group in which the results of the Company are consolidated is that headed by Dover Corporation, a company incorporated in the USA, which is also the ultimate parent company and the ultimate controlling party. The consolidated financial statements of this group are available to the public and may be obtained from 3005 Highland Parkway, Suite 200, Downers Grove, IL60515, USA.

Dover Luxembourg Participations SARL is the immediate parent company and was incorporated in Luxembourg.

21. Investment registered addresses

The subsidiaries at 31 December 2022 registered addresses are:

Subsidiary undertakings	Registered addresses
BSC Filters Limited	Unit 10-11 Sterling Park, York, YO30 4WU, UK
Cook Compression Limited	1-3 Helix Business Park, New Bridge Road, Ellesmere Port, Cheshire, CH65 4LR, UK
Dover Refrigeration & Food Equipment UK Limited	Midland House, 2 Poole Road, Bournemouth, Dorset, BH2 5QY, UK
Dover UK Pensions Limited	c/o Wragge Lawrence Graham & Co LLP, 11 th Floor, 2 Snowhill, Birmingham, West Midlands, B4 6WR, UK
Hydro Systems Europe Limited	Unit 8 Granary Court Business Centre, Alton Road, South Wamborough Hook, Hampshire, RG29 1RP, UK
Waukesha Bearings Limited	Unit J, Downland Business Park, Lyons Way, Worthing, West Sussex, BN 14 9LA, UK
Dover Australia Holdings Pty Ltd	13 Hume Road, Smithfield, NSW 2164, Australia
Dover EMEA FZE	Building 6EB/550 DAFZA, Dubai Airport Free Zone, PO Box 371494, Dubai, United Arab Emirates
Fairbanks Environmental Ltd	The Technology Management Centre, Moss Lane View, Skelmersdale, Lancashire, WN8 9TN, UK
Dover Operations South Africa Proprietary Limited	1st Floor Block B and Block C, Metropolitan Park, 8 Hillside Road, Parktown, Gauteng, 2196, South Africa
Fibrelite Composites Limited	Suite C1 Conway House, Ackhurst Business Park, Foxhole Road, Chorley, Lancashire, PR7 1NY
Destaco UK Limited	Unit 7, Calibre Industrial Park Laches Close, Four Ashes, Wolverhampton, WV10 7DZ
Vehicle Service Group UK Limited	3 Fourth Avenue, Bluebridge Industrial Estate, Halstead, Essex, England, GO9 2SY

Dover Fluids UK Limited

**Notes to the financial statements
for the year ended 31 December 2022 (continued)**
21. Investment registered addresses (continued)

The Company owns 100% of the ordinary share capital of its subsidiaries.

On September 22 2021, additional capital injection of amount £2,326,000 was made in Dover Business Services EMEA Ltd. During September 2021, the management decided to strike off the subsidiary company. The Company was stricken off on June 29 2022 and finally dissolved on July 5 2022.

The associates at 31 December 2022 registered addresses are:

Associate undertaking	Registered address
HP Guatemala	Avenida Reforma 10-00 zona 9, Condominio Reforma, despacho 5B, Guatemala.

The Company owns 20% of the ordinary share capital of its associate.

22. Post balance sheet events

On 27 January 2023, a resolution was passed to liquidate Waukesha Bearings Russia, a subsidiary company.

On 30 March 2023, the Company entered into a loan agreement as a borrower with Em-Tec GmbH as lender, to borrow €14,031,094.20 (£12,391,000) at an interest rate of 1.85% for a period of 10 years. Also on 30 March 2023, the Company purchased 100% of the share capital in Quantex Arc from Em-Tec GmbH for an amount of €14,031,094.20 (£12,391,000). Also on 30 March 2023, the Company issued one ordinary share with a nominal value of £1 to its sole shareholder, for a total subscription price of €18,589,465.47 (£16,416,542.39), which is satisfied by assignment of a loan where the sole shareholder acts as lender and Em-Tec GmbH acts as borrower for an amount equal to the subscription price.

On 23 June 2023 the Company cancelled 28,845,020 ordinary shares of £1 each and, cancelled the entire share premium account of the Company amounting to £44,048,000 and credited the distributable reserve for a total amount of £72,893,020.

On 26 June 2023, the Company capitalised £8,357,270 of capital contribution reserve into ordinary shares of £1 each.

On 27 June 2023, the Company cancelled 8,357,270 ordinary shares of £1 each and credited the distributable reserve.