Company Registration No. 03056798

**GLUNZ (UK) HOLDINGS LIMITED** 

**Annual Report and Financial Statements** 

for the year ended 31 December 2019

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## OFFICERS AND PROFESSIONAL ADVISERS

## **DIRECTORS**

G.C. Lawrie

## SECRETARY

B. Hayes

## REGISTERED OFFICE

Unit 1 Connect Business Village 24 Derby Road

Liverpool

L5 9PR

## **BANKERS**

ING Bank N.V.

London Branch

8-10 Moorgate

London

EC2R 6DA

## INDEPENDENT AUDITORS

Sedulo Audit Limited

62 66 Deansgate,

Manchester, M3 2EN

United Kingdom

#### **DIRECTORS' REPORT**

For the year ended 31 December 2019

The directors present their annual report and the financial statements of the company for the year ended 31 December 2019.

#### **PRINCIPAL ACTIVITIES**

The principal activity of the company is that of a holding company.

#### **GOING CONCERN**

The directors are satisfied with the company's financial position given the support extended to it by group companies, which has been confirmed for the foreseeable future. As a result, the directors continue to adopt the going concern basis in preparing the financial statements.

#### **RESULTS AND DIVIDENDS**

The loss for the financial year is £5,638 (2018: £29,809). The directors are unable to recommend the payment of a dividend (2018: £nil).

#### **DIRECTORS**

The directors who held office during the year and up to the date of signing the financial statements are shown on page 1.

## **DONATIONS**

No donations for charitable or political purposes were made during the year (2018:£nil).

## QUALIFYING THIRD PARTY AND PENSION SCHEME INDEMNITY PROVISIONS

At the time this report is approved, no qualifying third party indemnity provisions or qualifying pension scheme indemnity provisions are in place for the benefit of one or more of the directors. At no time during the year were any such provisions in force for the benefit of one or more persons who were then directors.

## **DIRECTORS' RESPONSIBILITIES STATEMENT**

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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS102, "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

#### DIRECTORS' REPORT

For the year ended 31 December 2019 (continued)

## **DIRECTORS' RESPONSIBILITIES STATEMENT (CONTINUED)**

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

- select suitable accounting policies and then apply them consistently;
- · 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.

#### **DISCLOSURE OF INFORMATION TO AUDITORS**

In accordance with section 418 of the Companies Act, each of the persons who is a director at the date of approval of this report confirms that:

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

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

## DIRECTORS' REPORT

For the year ended 31 December 2019 (continued)

## INDEPENDENT AUDITORS

The auditors, Sedulo Audit Limited, are deemed to have been reappointed in accordance with Section 487 of the Companies Act 2006.

Approved by the Board and signed on their behalf by

bran Slapes
B. Hayes

Company Secretary 16/12/ 2022

#### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GLUNZ (UK) HOLDINGS LIMITED

#### Opinion

We have audited the financial statements of Glunx (UK) Holdings Limited (the 'company') for the year ended 31 December 2019 which comprise the profit and loss account, the statement of comprehensive income, the balance sheet, the statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and have been prepared in accordance with the requirements of the Companies Act 2006.

#### Basis for opinion

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

## Conclusions relating to going concern

In audiling 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.

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.

#### Other information

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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 contained within the annual report. 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. 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 this gives rise to a material misstatement in the financial statements themselves. 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.

#### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GLUNZ (UK) HOLDINGS LIMITED (continued)

## Opinions on other matters prescribed by the Companies Act 2006

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

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

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

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

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

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

#### 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.

Based on our understanding of the company and industry, we identified that there are no particular principal risks of non-compliance with laws and regulations. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls) and determined that the principal risks were related to posting inappropriate journal entries to increase profits, through management bias in manipulation of accounting for significant creditors and expenses.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GLUNZ (UK) HOLDINGS LIMITED (continued)

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GLUNZ (UK) HOLDINGS LIMITED (continued)

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

## Audit procedures performed included:

- Enquiry of management, those charged with governance around actual and potential litigation and claims.
- Enquiry of entity staff in tax and compliance functions to identify any instances of non-compliance with laws and regulations.
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.
- Auditing the risk of management override of controls, including through testing journal entries and other adjustments for appropriateness, and evaluating the business rationale of significant transactions outside the normal course of business.
- ICAEW guidance relating to reporting on irregularities, November 2020, based on ISA 700 A39-1 to A39-5.

A further description of our responsibilities is available on the Financial Reporting Council's website at: https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Petel Alcock

Senior Statutory Auditor

For and on behalf of Sedulo Audit Limited

**Chartered Accountants** 

Statutory Auditor

62-66 Deansgate

Manchester

M3 2EN

**United Kingdom** 

Dated: 16 December 2012

# STATEMENT OF INCOME AND RETAINED EARNINGS For the year ended 31 December 2019

	Note	2019	2018
		£	£
Impairment of investment in subsidiary		-	(1)
Administrative expenses	4	(3,840)	(18,572)
Other operating income	5	12,211	-
OPERATING PROFIT/(LOSS)		8,371	(18,573)
Interest receivable and similar income	6	685	3,405
Interest payable and similar expenses	7	(14,694)	(14,641)
LOSS BEFORE TAXATION	8	(5,638)	(29,809)
Tax on loss	9		
LOSS FOR THE FINANCIAL YEAR	16	(5,638)	(29,809)
Other comprehensive (expense)/income for the year		-	
Total comprehensive expense for the year		(5,638)	(29,809)
PROFIT AND LOSS ACCOUNT AT 1 JANUARY	16	(80,024,516)	(79,994,707)
PROFIT AND LOSS ACCOUNT AT 31 DECEMBER	16	(80,030,154)	(80,024,516)

The notes on pages  $1\dot{0}$  to 18 form part of these financial statements.

All amounts above relate to the continuing operations of the company.

## STATEMENT OF FINANCIAL POSITION

## As at 31 December 2019

	Note	2019	2018
		£	£
FIXED ASSETS			
Investments	10	211,507	211,507
		211,507	211,507
CURRENT ASSETS			
Cash at bank and in hand		3,083_	306,488
		3,083	306,488
CREDITORS: Amounts falling due within one year	11	(41,196)	(9,735)
NET CURRENT (LIABILITIES)/ASSETS		(38,113)	296,753
TOTAL ASSETS LESS CURRENT LIABILITIES		173,394	508,260
CREDITORS: Amounts falling due after more than one year	12	(203,548)	(532,776)
NET LIABILITIES		(30,154)	(24,516)
CAPITAL AND RESERVES			
Called up share capital	15	80,000,000	80,000,000
Profit and loss account	16	(80,030,154)	(80,024,516)
TOTAL SHAREHOLDERS' DEFICIT	17	(30,154)	(24,516)

The notes on pages 10 to 18 form part of these financial statements.

The financial statements and notes on pages 8 to 18 were approved by the Board on | lo(12 2022 and signed on its behalf by:

G.C.Lawrie

Director

Glunz (UK) Holdings Limited

Company Registration No. 03056798

## NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2019

#### 1. GENERAL INFORMATION

Glunz (UK) Holdings Limited ("the company") is a private limited company limited by shares, incorporated in the United Kingdom under the Companies Act 2006 and registered in England and Wales. The address of the registered office is Unit 1 Connect Business Village, 24 Derby Road, Liverpool L5 9PR.

#### 2. BASIS OF PREPARATION

The company's financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

These financial statements are prepared on a going concern basis, under the historical cost convention.

The company is financed by loans provided by fellow group companies which are for an indefinite period of more than one year. On this basis the directors consider it appropriate to continue to prepare the financial statements on a going concern basis.

The financial statements contain information about Glunz (UK) Holdings Limited as an Individual company and do not contain consolidated financial information as the parent of the group. The company is exempt under section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its associated undertakings are included by full consolidation in the consolidated financial statements of the company's parent undertaking, Sonae Industria, SGPS SA, a company incorporated in Portugal (note 18).

Consequently, the company is a qualifying entity as per FRS 100 and has taken advantage of the disclosure exemption of FRS 102, Section 1, paragraph 1 12(b) statement of cash flows. In addition, the company has taken advantage of the exemption under FRS102 from disclosing transactions with other members of the group headed by Sonae Industria, SGPS, SA.

## 3. PRINCIPAL 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 years presented, unless otherwise stated.

#### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019 (continued)

#### 3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

## Foreign currency

The company's functional and presentation currency is the pound sterling. Foreign currency transactions are translated into the functional currency using the spot exchange rate 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.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at periodend exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of income.

#### Revenue Recognition

Dividend income is recognised when the right to receive payment is established.

#### **Taxation**

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.

Deferred tax arises from timing differences that are 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 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 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.

#### Investments

Investments in subsidiary companies are held at cost less accumulated impairment losses.

## Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdraft.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019 (continued)

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial assets

Basic financial assets, including loans to fellow group companies 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.

Financial liabilities

Basic financial liabilities, including loans from fellow group companies that are classified as debt, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Share capital

Ordinary shares are classified as equity.

Critical accounting judgements and estimation uncertainty

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

Critical judgements in applying the company's accounting policies

Critical accounting estimates and assumptions

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Recoverability of the carrying value of investments

The company holds 100% of the share capital of two unquoted companies. The company considers the underlying assets of these companies in deciding whether such investments are impaired. See note 10 for the carrying value of the investments and total amount impaired.

For the year ended 31 December 2019 (continued)

## 4. ADMINISTRATIVE EXPENSES

Losses on exchange Sundry	2019 £ - 3,840 3,840	2018 £ 2,444 16,128 18,572
5. OTHER OPERATING INCOME		
	2019	2018
	£	£
Gains on exchange	12,211	
	12,211	-
6. INTEREST RECEIVABLE AND SIMILAR INCOME	2019	2018
	£	£
Group loan interest	685	3,405
,	685	3,405
7. INTEREST PAYABLE AND SIMILAR EXPENSES	2019	2018
	£	£
Bank charges	169	263

## 8. LOSS BEFORE TAXATION

Group loan interest

The company's audit fee of £1,750 is borne by other group companies (2018:£1,750) and the auditors received no remuneration for non-audit services (2018: £nil).

The company has no employees (2018: nil) and the directors received no remuneration for their services to the company during the year (2018: £nil).

14,378

14,641

14,525

14,694

For the year ended 31 December 2019 (continued)

## 9. TAX ON LOSS

Analysis of charge in the year		
	2019	2018
	£	£
Current tax		
LIV correction toy based on the results for the year	_	_
UK corporation tax based on the results for the year		
Total current tax	•	-
Deferred tax		
Deferred tax  Origination and reversal of temporary difference		-
	<u> </u>	
Origination and reversal of temporary difference	-	

## Factors affecting the current tax charge

The tax assessed for the year differs from the standard rate of corporation tax in the United Kingdom for the year ended 31 December 2019 of 19.00% (2018: 19.00%). The differences are explained as follows:

	2019	2018
	£	£
Loss before taxation	(5,638)	(29,809)
Tax on loss at standard UK Corporation Tax rate of 19,00 % (2018: 19,00%)	(1,071)	(5,664)
Effects of:		
Expenses not deductible	2,759	4,879
Income not taxable	(2,044)	(522)
Deferred tax not provided	356	1,307
Total tax charge for the year	-	

## NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019 (continued)

## Factors that may affect future tax charges

The current 19% rate of Corporation has been retained in arriving at the closing deferred tax balances

## 10. INVESTMENTS

Cost	£
At 1 January 2019 and 31 December 2019	211,507
Provision for impairment	
At 1 January 2019 and 31 December 2019	
Net book value	
At 31 December 2019	211,507
At 31 December 2018	211,507

## Subsidiary undertakings

At the balance sheet date the company had investments in the following unlisted companies:

Name of company	Country of registered office	Nature of business	Holding of ordinary shares %
Glunz UKa GmbH Grecostrasse 1, 49716 Meppen	Germany	Non trading	100.00
Tafisa France SAS 71 Boulevard National, La Garenne Colombes	France	Holding Company	100.00

The directors consider the value of the investments to be supported by their underlying assets.

For the year ended 31 December 2019 (continued)

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

	2019	2018
	£	£
Amounts owed to group undertakings	41,196	9,735

Amounts owed to group undertakings are unsecured, subject to interest at 4.70% (2018: 4.70%) and repayable within one year.

## 12. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2019	2018
	£	£
Amounts owed to group undertakings	203,548	532,776

Amounts owed to group undertakings are unsecured, subject to interest at 4.70% (2018: 4.70%) and repayable between one and two years.

## 13. BORROWINGS

Borrowings are repayable as follows:

	2019	2018
	£	£
Amounts owed to group undertakings		
On demand or within one year	41,196	9,735
Between one and two years	203,548	532,776
	244,744	542,511
Total borrowings		
On demand or within one year	41,196	9,735
Between one and two years	203,548_	532,776
	244,744	542,511
	<del></del>	

For the year ended 31 December 2019 (continued)

#### 14. DEFERRED TAXATION

Potential deferred tax assets comprise:

	Not provided	
	2019	2018
	£	£
Management expenses	13,169	11,466
Loan relationship deficit	7,016	6,277
Capital losses	18,256,095	16,334,401
	18,276,280	16,350,974

The deferred tax assets have not been recognised as an asset in the financial statements due to the uncertainty of future profits against which they could be offset.

## 15. CALLED UP SHARE CAPITAL

	2019	2018
A the art - d allotte dead falls would	£	£
Authorised, allotted and fully paid		
80,000,000 (2018: 80,000,000) Ordinary shares of £1 each	80,000,000	80,000,000
16. PROFIT AND LOSS ACCOUNT		£
A4.4 l== 0040		
At 1 January 2019		(80,024,516)
Loss for the financial year		(5,638)
At 31 December 2019		(80,030,154)

## 17. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

	2019	2018
	£	£
Loss for the financial year	(5,638)	(29,809)
Opening shareholders' (deficit)/funds	(24,516)	5,293
Closing shareholders' deficit	(30,154)	(24,516)

## 18. RELATED PARTY TRANSACTIONS

As a wholly owned subsidiary of Sonae Industria SGPS SA, whose financial statements are publicly available, the company has taken advantage of the exemption under FRS 102 from disclosing transactions with other members of the group headed by Sonae Industria SGPS SA.

#### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019 (continued)

#### 19. SUBSEQUENT EVENTS

The financial statements have been prepared on a going concern basis. The company is seeking to dispose of its investments in its two subsidiary companies ~ Tafisa France SAS to Sonae Industria SGPS in Portugal and Glunz UKa GmbH to Sonae Arauco Deutschland in Germany in early 2023. The consideration for these disposals is not expected to be less than the current carrying value of the investments shown in Note 10. Following those transactions it is anticipated that the company will be put into liquidation.

#### 20. CONTROLLING AND ULTIMATE CONTROLLING PARTY

The immediate parent company is Sonae Industria, SGPS, SA.

The directors regard Efanor Investimentos SGPS SA, a company incorporated in Portugal, as the ultimate parent company and the ultimate controlling party.

Sonae Industria, SGPS, SA is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements at 31 December 2018. The consolidated financial statements of Sonae Industria, SGPS SA are available from Lugar do Espido - Via Norte, Apartado 1096, 4470-177 Maia, Portugal.